

P96000049604

Tom Mossman
9705 Old Tampa Rd.
Parrish, Fla.
34219

June 5, 1996

Department Of State
Division Of Incorporation
P. O. Box 6327
Tallahassee, Fla.
32314

200001857612
-06/11/96--01044--001
***\$70.00 ***\$70.00

Dear Sir:

Enclosed are the Articles Of Incorporation of Advanced Hearing Services Inc. as well as a check for \$70 to the Dept. Of State.

Please return the two copies to me at my home address at the top of this letter. My daytime phone number is 941-722-0043.

Thank you

Tom Mossman
Tom Mossman

FILED
96 JUN 10 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-11-96
JB

ARTICLES OF INCORPORATION
OF
ADVANCED HEARING SERVICES INC.

FILED
36 JUN 10 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these articles of incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be: ADVANCED HEARING SERVICES INC. of Manatee, and its initial post office address is: 2823 U.S. 301 N. SUITE 2, ELLENTON, FL 34222 and its principal office for the conduct of business is: 2823 U.S. 301 N. SUITE 2, ELLENTON, FL 34222. The board of directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

- (A) To engage in the retail sale of HEARING AID & SUPPLIES service sale of HEARING AID SERVICE and service sale of specialty, under Chapter 477 of the State of Florida Regulation, and any activity or business permitted under the laws of the United States and the State of Florida.
- (B) To buy, sell, purchase, acquire, convey, mortgage or transfer in any manner whatsoever or retain in any manner whatsoever money, stocks, bonds, realty or any other property in any manner not prohibited by law.
- (C) To carry on any and all business as manufactures, producers, merchants, wholesale, service and retail, importers and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy sell, and otherwise deal in any materials, articles or things required in connection with or incidental to the manufacture, production and dealing in such products and services.

- (D) To build and construct any property in any manner not prohibited by law, and to engage in every aspect and phase of construction or contracting work with any material or materials whatsoever and in any manner whatsoever.
- (E) To such extent as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these articles of incorporation, or any amendments thereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the object herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property, and, in general, to engage in and carry on any and every lawful business in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such business is similar in nature to the objects set forth in these articles of incorporation, or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized or empowered to do or exercise under Chapter 607 of the Florida Statute's, or under any act amendatory thereto, supplemental thereto or substituted therefor.
- (F) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers of purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock at one dollar (\$1.00) par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the

stockholders at a meeting duly convened and held, the minimum capital with which this corporation shall begin business is ONE HUNDRED (100).

ARTICLE IV

If the holder of any share of shares of the stock of this corporation desires to dispose of the same or any part thereof, he shall not transfer or otherwise dispose of the same to any person unless and until he has first given the corporation the right to purchase such stock at book value. Said notice shall be given in writing by the person desiring to dispose of such stock to the corporation and the corporation shall have thirty (30) days in which to exercise its right to purchase. In the event that the corporation fails to exercise its right to purchase, such holder of any share or shares of the capital stock desiring to dispose of the same shall not transfer or otherwise dispose of the same to any person unless and until he has first given the stockholders of the corporation the right to purchase the same as herein provided. The stockholder so desiring to dispose of all or any part of his stock shall give written notice of such desire to each of the other stockholders of the corporation at their addresses as shown on the books of the corporation, stating the number of shares he desires to sell. Each of the other stockholders shall be entitled to purchase an equal amount of the stock so offered for sale at book value within thirty (30) days after the service of such notice upon the last stockholder to be served. In the event that any one or more of the other stockholders does not desire to purchase his share of the stock offered for sale, his or their right to purchase shall inure to the benefit of the remaining other stockholders. If such notice to exercise their option to purchase the stock offered for sale, the other stockholders shall state the amount of such stock which they desire to purchase: and upon receipt of such notice of intention to purchase, The stockholder offering the stock for sale shall forthwith sell, assign, transfer and set over his shares of stock to the stockholder or stockholders to whom the shares are so transferred in the proportionate amount requested by each, and the stockholders to whom the shares are so transferred shall, at the same time pay to the seller as and for the purchase price thereof an amount equal to the book value of the stock at the time of such transfer.

In the event that only one of the other stockholders desires to exercise his option to purchase as provided for herein, such other stockholder shall have the right to purchase the entire amount of stock offered for sale. In the event that two of the other stockholders elect to purchase only a portion of the stock to which he is entitled, the remaining other stockholders shall have the right to purchase the balance of the stock to which he is entitled.

In the event that neither the corporation nor any of the stockholders shall elect to purchase such stock offered for sale, the holder thereof may sell and transfer the same within three (3) months from the date of giving such notice to such person at such price as he may see fit. Said person or persons acquiring the same shall in his or their turn hold such stock again subject to all the terms and conditions herein contained. If such sale be not made within said period of three (3) months, no sale shall be made without again giving notice and offering to the corporation and the other stockholders as herein provided.

Nothing herein contained shall be construed to prevent any stockholders of the corporation from pledging their stock as security for a debt or obligation; in the event that such debt is foreclosed, the person acquiring such stock by such foreclosure shall hold the stock subject to the terms and conditions contained herein and shall immediately give the other stockholders of this corporation as herein provided an option to purchase of the shares so acquired at the price and under the terms herein above provided.

Nothing herein contained shall be construed as preventing a stockholder from transferring his shares of stock to any person, firm or corporation or trust with the consent of the stockholders at the first meeting of the stockholders or upon written consent of all stockholders or at any other stockholder's meeting after notice has been given in writing to all of the other stockholders at their addresses as shown on the books of the corporation, advising the nature of the proposed transfer.

ARTICLE V

In the event of an issue of non-issued capital or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to

the benefit of the other stockholders. Written notice of intention to issue non-issue capital stock or new stock shall be given by the corporation to all stockholders and the stockholders shall notify the corporation of their intention to subscribe within thirty (30) days after such notice.

ARTICLE VI

The terms for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a board of directors composed of one (1) or more members, which number may be altered from time to time by the by-laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a president, vice-president, a secretary, a treasurer, and any other officer as to the board of directors may seem expedient.

ARTICLE VII

The name and post office address of the original subscriber to these articles of incorporation the officer, and the member of the first board of directors of this corporation, who, subject to the provisions of these articles of incorporation, the by-laws and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected and have been qualified, are as follows:

Name	Address	Office
THOMAS L. MOSSMAN	9705 OLD TAMPA RD, PARRISH, FL. 34219	D/P/vp/T/S.

ARTICLE VIII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may in anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE IX

This corporation shall exist perpetually and shall commence as of the time of filing of the articles of incorporation by the department of State of the State of Florida.

ARTICLE X

The name and address of the initial registered agent shall be THOMAS L. MOSSMAN whose address is 9705 OLD TAMPA RD. PARRISH, FL. 34219

ARTICLE XI

These articles of incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XII

Witness my respective hand and seal this 1 day of
JUNE, 1996.

_____(seal)
State of Florida
County of Manatee

Thomas L. Mossman
THOMAS L. MOSSMAN

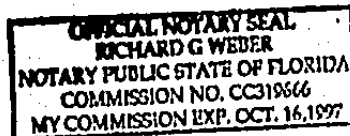
I hereby certify that on this day before me, a Notary public duly authorized in the state of Florida and County of Manatee to take acknowledgements, personally appeared to me known to be the person described as subscriber to the foregoing articles of incorporation and who executed the same, and acknowledged before me that he subscribed to those articles of incorporation.

Witness my hand and official seal in the County and State named above this 1 day of JUNE, 1996.

TYPE OF IDENTIFICATION PRODUCED: PERSONAL KNOWN TO ME

Richard G. Weder
Notary Public, State of
Florida

My commission expires:



ACKNOWLEDGEMENT
OF
REGISTERED AGENT

FILED
JUN 10 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for
ADVANCED HEARING SERVICES INC.
the place designated in this certificate, I hereby accept to
act in this capacity, and agree to comply with the provision
of said act relative to keeping open said office.

By Thomas H. Massman