

P9600056487

BREVARD HEARING CENTER, INC.  
509-A North Harbor City Blvd.  
Melbourne, Florida 32935  
(407) 254-9919

June 20, 1996

Florida Dept. of State  
Secretary of State  
Division of Corporations  
P.O. box 6327  
Tallahassee, Florida 32314

FILED  
96 JUL -1 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

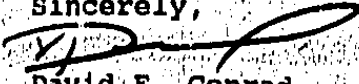
Gentlemen:

Re: Articles of Incorporation

Enclosed please find the Articles of Incorporation for our new corporation, i.e., Brevard Hearing Center, Inc. which we are filing with your offices along with our check in the amount of \$122.50 filing fee. Please affix certification to our document, assign a document number and return same to us.

Should you have any questions regarding this corporation, please me at 407-254-9919.

Sincerely,



David E. Conrad  
President and Treasurer

600001882996  
-07/03/96--01026--017  
\*\*\*122.50 \*\*\*122.50

7/6/96  
TB

ARTICLES OF INCORPORATION  
OF  
BREVARD HEARING CENTER, INC.

FILED  
96 JUL - 1 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is BREVARD HEARING CENTER, INC.

ARTICLE II

The corporation may engage in the practice of hearing aid testing and fitting and any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of share which the Corporation shall have the authority to issue shall be 10,000 at \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the Corporation shall be 509-A North Harbor City Blvd., Melbourne, Florida 32935. The name of the Corporation's initial registered agent is David E. Conrad whose address is 509-A North Harbor City Blvd., Melbourne, Florida 32935.

ARTICLE V

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and street address of the initial director of this Corporation is:

Name

Address

David E. Conrad

1413 Atlantic Street  
Melbourne Beach, Florida

The initial director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

#### ARTICLE VI

The name and address of the incorporator are:  
David E. Conrad, 1413 Atlantic Street, Melbourne  
Florida.

#### ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

#### ARTICLE VIII

Anything to the contrary contained in these Article of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

#### ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the By-Laws.

#### ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XI

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 20<sup>th</sup> day of June, 1996

  
David E. Conrad, Incorporator

FID. No. C503-105-39-290-0

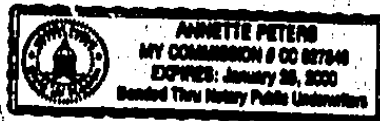
STATE OF FLORIDA }

ss.

COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared David E. Conrad to me known to be the person described in and who executed the foregoing Articles of Incorporation of Brevard Hearing Center, Inc. and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 21<sup>st</sup> day of June, 1996.



  
Notary Public Annette Peters  
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

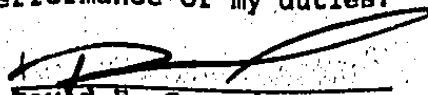
FILED  
95 JUL -1 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That Brevard Hearing Center, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at 509-A N. Harbor City Blvd., Melbourne, Florida 32935, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
David E. Conrad