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MATTHEWS ACCOUNTING SERVICES, INC.
630 U.S. HIGHWAY ONE, SUITE 112
NORTH PALM BEACH, FL 33408
(407) 803-3311

July 29, 1996

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

800001915748
-08/08/96--01005--003
*****70.00 *****70.00

Dear Sir:

Enclosed please find revised Articles of Incorporation for Guaranteed Hearing Aid Center, Inc.
Enclosed is a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me at the letterhead address
with the filing date stamped on it.

Thank You,



Joseph Matthews
Matthews Accounting Services, Inc.

FILED
95 AUG -7 PM 12:48
TALLAHASSEE, FLORIDA
8/9/96
JD

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE 1: NAME

The name of this corporation shall be as follows:

Guaranteed Hearing Aid Center, Inc.

ARTICLE 2: NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the state of Florida.

ARTICLE 3: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares, of one dollar (\$1.00) par value per share.

ARTICLE 4: INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE 5: TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE 6: ADDRESS

The initial street address in the State of Florida of the principal office and office of Board of Directors and incorporators shall be as follows:

**2240 Haverhill Road
West Palm Beach, Florida 33417-3958**

The Board of Directors may from time to time move the principal office to any other address in the state of Florida.

ARTICLE 7: BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE 8: AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE 9: SUB CHAPTER S CORPORATION

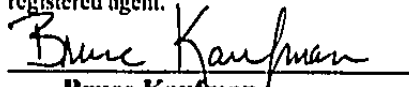
This corporation may elect to become a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE 10: REGISTERED AGENT AND OFFICE

The Registered Agent, as listed below with address, hereby accepts said designation by signature below:

**Bruce Kaufman
2240 Haverhill Road
West Palm Beach, Florida 33417-3958**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


**Bruce Kaufman
Registered Agent**

ARTICLE 11: INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one.

The initial Directors of the Corporation are:

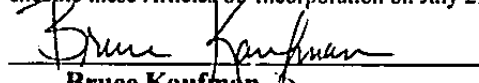
**Bruce Kaufman - President & Secretary
Nancy Kaufman - Vice President
Jerome J. Kaufman - Treasurer**

ARTICLE 12: INCORPORATOR

The name and address of the Incorporator:

**Bruce Kaufman
2240 Haverhill Road
West Palm Beach, Florida 33417-3958**

As Incorporator of Guaranteed Hearing Aid Center, Inc. in witness thereof, I, Bruce Kaufman, do hereby execute these Articles of Incorporation on July 29, 1996.


**Bruce Kaufman
Incorporator - Guaranteed Hearing Aid Center Inc.**

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Bruce Kaufman
Registered Agent

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Jerome J. Kaufman - Treasurer

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Bruce Kaufman
Incorporator - Guaranteed Hearing Aid Center Inc.

FILED
JUL 29 1996
CLERK OF COURT
JUL 29 1996