

08/22/96 10:13 AM 787-1088

HOWARD C. STROSS, P.A.

08/01/004

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: HOWARD C. STROSS, P.A.  
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((H96000011731))  
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: AUDIOMETRIC HEARING CENTERS NATIONAL, INC.  
FAX AUDIT NUMBER: H96000011731  
DATE REQUESTED: 08/22/1996  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*[Handwritten signature]*

DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF  
AUDIOMETRIC HEARING CENTERS NATIONAL, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is Audiometric Hearing Centers National, Inc.

EFFECTIVE DATE  
8-21-96

ARTICLE II. COMMENCEMENT AND DURATION

This corporation's existence shall commence on August 21, 1996. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue seven hundred fifty thousand (750,000) shares of common capital stock with a par value of \$0.01 per share.

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**ARTICLE V. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

**ARTICLE VI. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT  
AND MAILING ADDRESS OF THE CORPORATION**

The address of this corporation's initial registered office and the corporation's mailing address is: 28050 U.S. Hwy. 19, N., Suite 508

Clearwater, FL 34621

The name of the individual who shall serve as this corporation's initial registered agent at that address is: B. Pauldick

**ARTICLE VIII. INCORPORATOR**

The name and address of this corporation's incorporator is:

B. Pauldick

28050 U.S. Hwy 19, N., Suite 508

Clearwater, FL 34621.

**ARTICLE IX. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

The undersigned has executed these Articles of Incorporation on this 21 day of August, 1996.

  
B. Pauldick, Incorporator

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**ACCEPTANCE**

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated above, for Audiometric Hearing Centers National, Inc., I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of Audiometric Hearing Centers National, Inc. I am familiar with and accept the obligations provided for within Florida Statute 607.325.

  
B. Pauldick  
Registered Agent

Dated August 21, 1996