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RIEGER & CHUSID

ATTORNEYS AT LAW

INTERCONTINENTAL BANK CENTER
7000 WEST PALMETTO PARK ROAD, SUITE 400
BOCA RATON, FLORIDA 33433

(561) 394-2100

BROWARD (954) 920-0223

FAX (561) 394-2582

DADE OFFICE:

SUITE 1020

INGRAM BUILDING

25 B.E. 2ND AVENUE

MIAMI, FLORIDA 33131

GREGORY J. RIEGER
MITCHEL CHUSID*
KEITH A. GOLDBLUM

OF COUNSEL:
STACY J. RIEGER
WARREN J. KOZLOW
CAROLYN ANNE PICKARD

*Also Admitted in New York

August 19, 1996

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

Re: RICHARD NAVARRO, PH.D., P.A.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for RICHARD NAVARRO, PH.D., P.A., together with our office check in the amount of \$122.50 payable to the Secretary of State, representing the filing fees.

Please return the certified copy to my attention.

Should you have any questions, please contact me. Thank you for your prompt attention to this matter.

Very truly yours,

Cynthia C. Mendoza
Cynthia C. Mendoza
Legal Assistant

/cm

Enclosures

Dmc
8/26/96

FILED
56 AUG 22 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RICHARD NAVARRO, PH.D., P.A.

FILED
96 AUG 22 PM 3:07
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be:

RICHARD NAVARRO, PH.D., P.A. (the "Corporation")

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be to engage in every aspect of the practice of audiology. The professional services rendered by the Corporation may be rendered only through individuals duly licensed to render professional services as audiologists under the laws of the State of Florida as defined in Chapter 621, Florida Statutes. The Corporation shall not engage in any business other than the practice of audiology. However, the Corporation may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment and may own real and personal property necessary for the rendering of professional audiology services.

The common stock of the Corporation may not be issued to anyone other than an individual who is duly licensed to render professional audiology services. No shareholder of the Corporation shall enter into a voting trust agreement or other type of agreement vesting any other person with the authority to exercise the voting power of any or all of his shares of common stock of the Corporation.

ARTICLE III

CAPITAL STOCK

The total authorized capital stock of the Corporation is one thousand (1,000) shares of Common Stock, par value One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V

ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of the Corporation in the State of Florida is 4201 W. Atlantic Boulevard, Suite 604, Coconut Creek, Florida 33066. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI

NUMBER OF DIRECTORS

The Corporation shall have not less than one (1) Director.

ARTICLE VII

FIRST BOARD OF DIRECTORS

The name and street address of the initial sole member of the Board of Directors are:

Dr. Richard Navarro
4201 W. Atlantic Boulevard
Suite 604
Coconut Creek, Florida 33066

ARTICLE VIII

INCORPORATOR

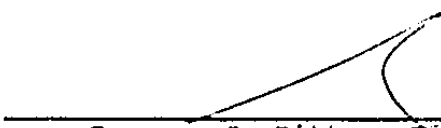
The name and street address of the incorporator to these Articles of Incorporation is Gregory J. Ritter, Esquire, c/o Ritter & Chusid, 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433, and the name of the initial registered agent of the Corporation at that address is Gregory J. Ritter, Esquire.

IN WITNESS WHEREOF, I have herunto set my hand and seal this
19th day of August, 1996.

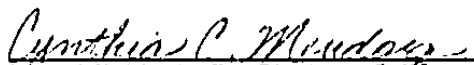


Gregory J. Ritter, Esq.

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 19th
day of August, 1996, by GREGORY J. RITTER, ESQ. as incorporator to
these Articles, who is personally known to me or who has produced
_____ as identification and who did not take an
oath.

My Commission Expires:



NOTARY PUBLIC, State of Florida
Print name: Cynthia C. Mendoza

OFFICIAL NOTARY SEAL
CYNTHIA C MENDOZA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC224000
MY COMMISSION EXP. AUG. 27, 1996

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED

96 AUG 22 PM 3:07

STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the
following is submitted:

RICHARD NAVARRO, PH.D., P.A., a corporation being organized
under the laws of the State of Florida, designates 7000 West
Palmetto Park Road, Suite 400, Boca Raton, Florida 33433, as its
registered office and has named GREGORY J. RITTER as its agent to
accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for RICHARD
NAVARRO, PH.D., P.A. at the place designated in this Certificate,
I hereby agree to act in such capacity and agree to comply with the
provisions of said Act with respect to keeping such office open.

By: 

REGISTERED-AGENT