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ARTICLES OF INCORPORATION
OF
AUDIOMETRIC HEARING CENTER OF FORT MYERS, INC.

ARTICLE I. NAME

The name of this corporation is Audiometric Hearing Center of Fort Myers, Inc.

ARTICLE II. COMMENCEMENT AND DURATION

This corporation's existence shall commence on December 23, 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.

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 23rd day of December, 1996.


B. Pauldick, Incorporator

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 Center of Fort Myers, Inc., I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of Audiometric Hearing Center of Fort Myers, Inc. I am familiar with and accept the obligations provided for within Florida Statute 607.325.


B. Pauldick
Registered Agent

Dated 12/23/96