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JOSEPH D. FARDELLA
ACCOUNTANT
1711 N.W. 107th TERRACE
PLANTATION, FL 33322
Phone/FAX: (305) 424-0402

July 16, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

FILED
97 JUL 17 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: AUDIOLOGY SPECIALISTS OF BOCA RATON, INC.

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****122.50 ****122.50

Dear Sir:

On June 27, 1997 we sent a letter and Articles of Incorporation for Audiology Specialists of Boca Raton to the Secretary of State. Due to unforeseen circumstances the papers were lost in the mail and naturally were never processed. My client is in dire need of the certification of the corporation.

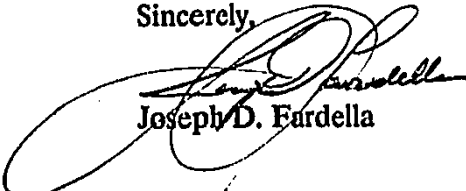
Once again we are enclosing herewith original and one (1) copy of the Articles of Incorporation for Audiology Specialists of Boca Raton, Inc. together with our check in the amount of \$122.50 to cover the necessary fees and charges.

Your cooperation in processing these Articles of Incorporation is very much appreciated.

We are also enclosing a stamped, self-addressed envelope for your convenience in returning the certified copy of the Articles of Incorporation.

If you should receive the letter and Articles dated June 27, 1997 please disregard.

Sincerely,


Joseph D. Fardella

JDF/ad

QN 7-18-97

**ARTICLES OF INCORPORATION
OF
AUDIOLOGY SPECIALISTS OF BOCA RATON, INC.**

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ARTICLE I • NAME

The name of this Corporation is Audiology Specialists of Boca Raton , Inc . principal office and mailing address is 9970 Central Park Blvd. Suite 402, Boca Raton, FL. 33428.

ARTICLE II • DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III • PURPOSE

This Corporation is organized for the purpose of conducting any lawful business permitted in the State of Florida.

ARTICLE IV • CAPITAL STOCK

This Corporation is authorized to issue 500 shares of common stock with a par value of \$1.00, (one dollar) which shares will be designated as "Common Shares."

ARTICLE V • INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 9585 N.W. 63rd Place, Parkland, FL. 33076, The name of the Initial Registered Agent of this Corporation is Michanne Abbanat._

ARTICLE VI • INITIAL BOARD OF DIRECTORS

This Corporation shall have Two (2) initial directors. The number of directors may be increased from time to time by the By-laws, but shall never be fewer than one (1). The name and addresses of the initial directors of this Corporation are:

Susan Dion , President
2713 N.W. 27th Terrace
Boca Raton, FL 33434

Michanne Abbanat, V.P
9585 N.W. 63rd Place
Parkland, FL 33076

ARTICLE VII • INCORPORATOR

The name and address of the person signing these Articles is:

Michanne Abbanat
9585 N.W. 63rd Place
Parkland, FL 33076

ARTICLE VIII • RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders established may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE IX • BY-LAWS

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

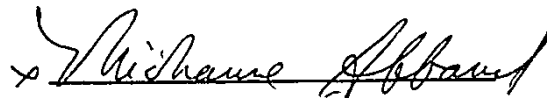
ARTICLE X • POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Corporation Act.

ARTICLE XI • INDEMNIFICATION

This Corporation reserves the right to amend, rescind or repeal any provisions contained in these Articles of Incorporation, any amendment thereof, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of July 1997.

A handwritten signature in cursive script, appearing to read "Michanne Abbanat", written over a horizontal line.

Michanne Abbanat, Vice President

STATE OF FLORIDA }
COUNTY OF BROWARD }

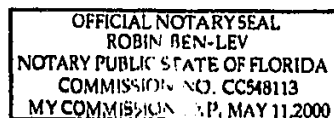
BEFORE ME, the undersigned authority, personally appeared Michanne Abbanat to me well known and known to me to be the person described in the foregoing Articles of Incorporation of Audiology Specialists of Boca Raton, Inc. and who acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 16 day of July 1997.

Robin Ben-Lev

Notary Public, State of Florida at Large

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in the capacity, to comply with the provisions of Florida Statutes, Section 48.091, and any amendment thereto, and to comply with the provisions of all other statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16 day of July 1997.

X Michanne Abbanat
Michanne Abbanat , Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA