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MINDY FELINTON
ATTORNEY AT LAW
555 NORTH CONGRESS AVENUE SUITE 301
BOYNTON BEACH, FLORIDA 33426

(561) 732-2982

October 6, 1997

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-10/13/97--01140--013
*****38.00 *****38.00

Ms. Bobbie Cox
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-10/13/97--01140--014
*****32.00 *****32.00

RE: Audiologic Management, Inc.

Dear Ms. Cox:

Pursuant to our telephone conversation of today, enclosed please find the additional fee for the filing of the Articles of Incorporation for the above referenced corporation.

Also enclosed is an additional copy of the Articles for your acknowledgment. Please return a copy of the Articles as soon as it is filed.

Thank you in advance for your cooperation in this matter.

Sincerely,


MINDY FELINTON

Enclosures

cc: Joseph Ficarra

FILED
97 OCT -9 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER OCT 9 1997

W97-22756

ARTICLES OF INCORPORATION
OF
AUDIOLOGIC MANAGEMENT, INC.

FILED
97 OCT -9 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this Corporation is AUDIOLOGIC MANAGEMENT, INC.

ARTICLE II-DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE III-PURPOSE

This Corporation is organized for the following purposes:

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV-CAPITOL STOCK

This Corporation is authorized to issue One hundred (100) shares of one (\$1.00) dollar par value common stock.

ARTICLE V-PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is set forth below, which office may be changed from time to time by the Directors of the Corporation:

1489 West Palmetto Park Road Suite 470
Boca Raton, Florida 33433

ARTICLE VIII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1489 W. Palmetto Park Road, Suite 470, Boca Raton, FL 33433, and the name of the initial registered agent of this corporation at that address is Joseph Ficarra.

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This Corporation shall have one (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of the corporation is:

President

Joseph Ficarra .
1489 W. Palmetto Park Rd.
Boca Raton, FL 33486

Vice President

Joseph Ficarra
1489 W. Palmetto Park Rd.
Boca Raton, FL 33486

ARTICLE IX-INCORPORATOR

The name and address of the incorporator signing these articles is:

Joseph Ficarra

1489 W. Palmetto Park Road
Boca Raton, FL 33486

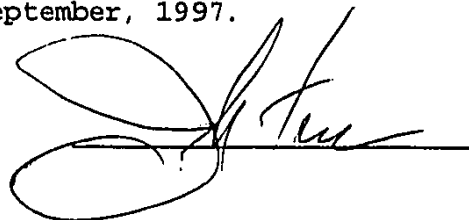
ARTICLE X- INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI- AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles this 30th day of September, 1997.

A handwritten signature in black ink, appearing to read 'J. Ficarra', is written over a horizontal line.

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Joseph Ficcaro, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20 day of September, 1997.




My Commission Expires:



DESIGNATION OF REGISTERED AGENT FOR
AUDIOLOGIC MANAGEMENT, INC.

In compliance with Section 48.091, Florida Statutes, Audiologic Management, Inc., desiring to organize and qualify under the laws of the State of Florida, hereby names Joseph Ficarra as its agent to accept service of process within Florida.

DATED: September 20th, 1997.

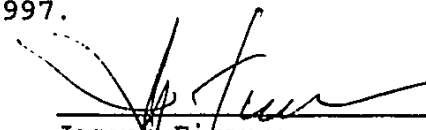


Joseph Ficarra
Incorporator

ACCEPTANCE

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED; September 20th, 1997.



Joseph Ficarra
Registered Agent

FILED
97 OCT -9 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA