

LAW OFFICES

STUART J. STARR, P.A.

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October 9, 1997

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****122.50 ****122.50

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

RE: AUDIOLOGY PRACTICES OF FLORIDA, INC.

Dear Sir:

Enclosed for filing please find original and two copies of Articles of Incorporation and my check in the sum of \$122.50 for your fee. Please return the copies to me after filing.

Thank you for your cooperation in this matter.

Very truly yours,


STUART J. STARR

SJS/ds

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 13 AM 10:29

ARTICLES OF INCORPORATION
OF
AUDIOLOGY PRACTICES OF FLORIDA, INC.

FILED STATE
SECRETARY OF CORPORATIONS
91 OCT 13 AM 10:29
DIVISION OF CORPORATIONS

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be AUDIOLOGY PRACTICES OF FLORIDA, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The principal mailing address of the corporation is: 2825 North State Road 7, Suite 207, Margate, FL 33063.

ARTICLE IV

The object and purpose of this corporation is to engage in and to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation is authorized to issue is 300 shares. Such shares shall be of a single class, and shall have a par value of \$1.00.

ARTICLE VI

The street address of the initial Registered Office of the

corporation is 212 Southeast Eighth Street, Fort Lauderdale, Florida 33316, and the name of its initial registered agent at such address is STUART J. STARR.

ACCEPTANCE OF INITIAL REGISTERED AGENT

I hereby accept this designation as Registered Agent, and I agree to comply with the provisions of the Florida General Corporation act, with respect to keeping open said office.


STUART J. STARR
Registered Agent

ARTICLE VII

The initial Board of Directors shall consist of three directors. The name and address of the person who will serve as the initial Board of Directors are as follows:

FRANK TALERICO

2825 NORTH STATE ROAD 7, #207
MARGATE, FL 33063

FREDERICK A. RAHE

201 N.W. 82ND AVENUE, #406
PLANTATION, FL 33324

CYNTHIA D. HEISE

3170 N. Federal Hwy., #208
Lighthouse Point, Fl 33064

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 13 AM 10:30

ARTICLE VIII

A. The business of the corporation shall be conducted and managed by its board of Directors, which shall consist of not less than one director. The first Board of Directors named above shall have the power to approve and adopt By Laws of the corporation until its successors are duly elected or appointed.

B. The qualifications, time and place of election, and term

of office of each director shall be provided in the By Laws.

C. The officers of the corporation may consist of a President, Vice President, Secretary, Treasurer and such other officers and agents as may be specified in the By Laws. These officers shall be chosen for such term, and shall have such duties as may be prescribed in the By Laws.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall be affected in any way or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; any director of this corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not a director or officer of such other corporation or as if he were not so interested.

ARTICLE X

A. STOCKHOLDERS' AGREEMENTS. The corporation and its stockholders, or the stockholders among themselves, may enter into agreements, voluntarily or involuntarily, restricting the transferability or encumbrance of the stock of the corporation. Such agreements may confer upon the corporation or the stockholders, or both, an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any stockholder. Nothing in the Articles of Incorporation or in the By Laws shall be construed to authorize a transfer of such stock upon the books of the corporation in violation of such agreements.

B. INDEMNIFICATION OF DIRECTORS. The corporation shall indemnify any director who, by virtue of his being an officer or a director of this corporation, is made a party to any action or proceeding, except when such director is adjudged guilty of malfeasance in the discharge of his duties to the corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. DIRECTOR'S LIABILITY. No director shall be liable to the corporation for any loss or damage suffered on account of any action taken or omitted in good faith, provided such director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

D. REIMBURSEMENT OF DIRECTORS. In any action or proceeding

brought by or on behalf of the corporation against a director, if the action or proceeding results in a decision in favor of the director, the corporation shall reimburse the director for all reasonable expenses incurred by him in the course of the action or proceeding.

ARTICLE XI

The directors shall not be liable for illegal dividends or distributions made by the corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents, or on records, as to the financial condition of the corporation.

ARTICLE XII

A. These Articles of Incorporation shall be amended upon approval by the board of Directors and subsequent ratification by the stockholders at a stockholders' meeting. Ratification shall require an affirmative vote of not less than a majority of the stock entitled to vote at such meeting.

B. The amending process set forth above need not be followed if amendments are ratified by all the stockholders affixing their signatures thereto.

ARTICLE XIII

The name and address of the incorporator of this corporation is:

STUART J. STARR

212 S.E. 8th Street, Suite 103
Fort Lauderdale, Florida 33316

IN WITNESS WHEREOF, I have hereunto set my hand and seal to these Articles of Incorporation this 9 day of October, 1997

Stuart J. Starr
STUART J. STARR
Incorporator

STATE OF FLORIDA

SS:

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments in the state and county aforesaid, personally appeared STUART J. STARR, to me well known to be the person described as the incorporator in, and who executed, the foregoing Articles of Incorporation, and acknowledged subscribing to the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state aforesaid this 9 day of October, 1997.

Personally known ✓

Michael B. Holden
Notary Public

My Commission Expires:

