

ROBERT E. OGLESBY, P.A.
ATTORNEY AT LAW
ONE CLEARLAKE CENTRE
SUITE 1400
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC -9 AM 8:01

PLEASE REPLY TO
P.O. BOX 2468
WEST PALM BEACH, FL 33402
(561) 835-8842
Telecopier (561) 835-8691

P97000103720

December 5, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Audiology & Hearing Aid Associates of the
Palm Beaches, Inc.

Dear Sir:

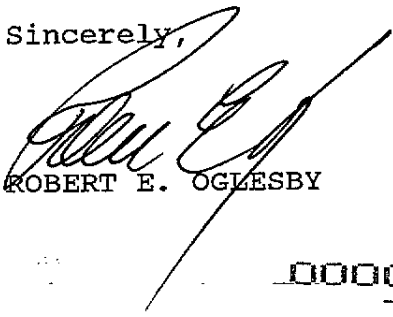
We are enclosing herewith the original and one copy of the
Articles of Incorporation for the above-referenced corporation.

Also enclosed is our check in the amount of \$122.50 to
cover the following:

| | |
|----------------------|---------|
| Filing Fees | \$35.00 |
| Certified Copy | 52.50 |
| Registered Agent Fee | 35.00 |

We would appreciate receiving a certified copy of the
Certificate of Incorporation at your earliest convenience.

Sincerely,


ROBERT E. OGLESBY

REO:cg
Enclosure
cc: David C. Albee

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***122.50 ***122.50

RP
12-10-97

ARTICLES OF INCORPORATION

97 DEC -9 AM 8:01

OF

AUDIOLOGY & HEARING AID ASSOCIATES OF THE PALM BEACHES, INC.

(A Corporation for Profit)

The undersigned, with others being desirous of forming a corporation, for profit, under the provisions of Ch. 607 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of the corporation is AUDIOLOGY & HEARING AID ASSOCIATES OF THE PALM BEACHES, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value, common stock.

ARTICLE V. INITIAL PRINCIPAL OFFICE

The address of the initial principal office of the corporation is 5205 Greenwood Avenue, Suite 100, West Palm Beach, FL 33407.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 250 Australian Avenue South, Suite 1400, West Palm Beach, FL 33401 and the name of the initial registered agent of this corporation at that address is ROBERT E. OGLESBY.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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 is as follows:

DAVID C. ALBEE
5205 Greenwood Avenue
Suite 100
West Palm Beach, FL 33407

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles is DAVID C. ALBEE, at 5205 Greenwood Avenue, Suite 100, West Palm Beach, FL 33407.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders of this corporation.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 5th day of December, 1997.

David C. Albee
DAVID C. ALBEE

STATE OF FLORIDA:

COUNTY OF PALM BEACH:

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, this day personally appeared DAVID C. ALBEE, who first by me being duly sworn, says: That he is the incorporator in the above and foregoing Articles of Incorporation; that he has read the same and has personal knowledge of the above facts and matters contained therein; and that each of these facts and matters are true and correct.

The foregoing instrument was acknowledged before me this 5th day of December, 1997, by DAVID C. ALBEE who is personally known to me.

Charlene A. Griffith
CHARLENE A. GRIFFITH
Print Name of Notary
I am a Notary Public of
the State of Florida
having a commission
number
CC617524

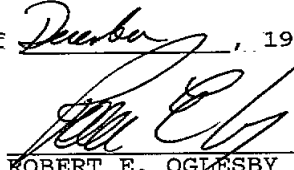
My commission expires:

(seal)  Charlene A. Griffith
MY COMMISSION # CC617524 EXPIRES
May 15, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

The undersigned, ROBERT E. OGLESBY, having been named to accept service of process for AUDIOLOGY & HEARING AID ASSOCIATES OF THE PALM BEACHES, INC. the above stated corporation, at the place designated in these Articles of Incorporation, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties as Registered Agent. I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED this 5th day of December, 1997.



ROBERT E. OGLESBY as
Registered Agent

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