

Law Offices of
Nicholas P. Sardelis, Jr.,
Chartered

2033 Main Street
Suite 100
Sarasota, Florida 34237

P97 000108434

Telephone (941) 952-1661
Fax (941) 951-0924

December 17, 1997

300002383533--0

12/26/97--01083--013
****122.50 ****122.50

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

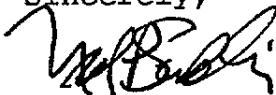
RE: BETTER ACOUSTICS HEARING CENTER, INC.

Dear Sir/Madam:

Herewith I hand to you the original and a duplicate of the Articles of Incorporation of the above-captioned corporation together with a check in the amount of \$122.50 for fees in connection with filing, designation of registered agent.

Thank you for your attention to this matter.

Sincerely,



Nicholas P. Sardelis, Jr.

NPS:smk
Enclosure

cc: Better Acoustics Hearing Center, Inc.

FILED
97 DEC 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
12-22-97

ARTICLES OF INCORPORATION
OF
BETTER ACOUSTICS HEARING CENTER, INC.

FILED
97 DEC 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation shall be BETTER ACOUSTICS HEARING CENTER, INC., a Florida corporation.

ARTICLE II
DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares".

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation, 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
INITIAL REGISTERED OFFICE AND AGENT

The principal office street address and the initial registered office of this corporation is: 6420 U.S. Highway 41 North, Apollo Beach, Florida 33572, and the initial registered agent of this corporation at that address is Norris C. Baxter, Jr., who by his signature hereon states that he is hereby familiar with and accepts the duties and responsibilities as registered agent for said corporation.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than four (4) Directors nor more than four (4). Voting for Directors shall be under the cumulative vote system. The name and address of the initial Board of Directors of the corporation is:

NAME	ADDRESS
Norris C. Baxter, Jr.	6420 U.S. Hwy. 41 North
Beverly A. Baxter	Apollo Beach, Fl. 33572
Clarissa M. Guiley	
Donald L. Guiley	

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator signing these articles is: Clarissa M. Guiley, 6420 U.S. Hwy. 41 North, Apollo Beach, Fl. 33572.

ARTICLE IX
INDEMNIFICATION

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

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

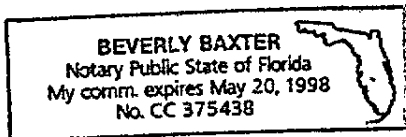
Clarissa M. Guiley
Clarissa M. Guiley
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared CLARISSA M. GUILLEY, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation and has produced a Personally known bearing number _____ as proof of identification.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 8 day of December, 1997, by CLARISSA M. GUILLEY, who has produced _____ as identification bearing number _____



My Commission Expires:

Beverly A. Baxter
Notary Public
Beverly A. Baxter
Typed or Printed Name
Norris C. Baxter, Jr.
Norris C. Baxter, Jr.
Registered Agent

97 DEC 26 11:55
STATE OF FLORIDA
SARASOTA COUNTY

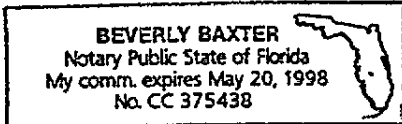
STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared NORRIS C. BAXTER, JR., known to be and 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 and has produced a Personally Known - bearing number as proof of identification.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 8 day of December, 1997, by NORRIS C. BAXTER, JR., who has produced as identification bearing number



Beverly Baxter
Notary Public
Beverly Baxter
Typed or Printed Name

My Commission Expires:

FILED
97 DEC 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA