

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • T-800-342-8062 • Fax (850) 222-1222

P98000092484

Metrowest Audiology
and Hearing Aid Center,
Inc

100002676621-21
-10/30/98--01036--009
*****78.75 *****78.75

RECEIVED
98 OCT 30 AM 11:00
DIVISION OF CORPORATION

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED
98 OCT 30 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature _____

Requested by: LS 10/30/98 10:30
Name Date Time

Walk-In _____ Will Pick Up _____

OB
10-30-98
4

FILED
98 OCT 30 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
METROWEST AUDIOLOGY AND HEARING AID CENTER, INC.

The undersigned subscriber, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE. NAME

The name of the proposed corporation is METROWEST AUDIOLOGY AND HEARING AID CENTER, INC.

ARTICLE TWO. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE THREE. CAPITAL STOCK

The total number of shares of stock which the corporation shall have the authority to issue is FIVE HUNDRED (500) shares at a par value of ONE and NO/100 DOLLARS (\$1.00) each.

ARTICLE FOUR. ADDRESS

The initial address of the principal office of the proposed corporation in the State of Florida is:

C/O Thomas W. Lyons, GAHAC.
8001 South Orange Blossom Trail, Florida Mall #696
Orlando, FL 32809.

ARTICLE FIVE. MANAGEMENT OF CORPORATION

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of, the shareholders.

ARTICLE SIX. OFFICERS

The officers of the corporation shall consist of a President, a Secretary, and a Treasurer, and such other assistant officers and agents as may be deemed necessary, each of whom shall be elected by the shareholders at such time and in such manner as may be prescribed by the by-laws. One (1) person may hold all or more than one (1) office.

ARTICLE SEVEN. INITIAL OFFICERS

The initial officers of the corporation and their addresses are:

President, Secretary, and Treasurer: Thomas W. Lyons
8001 South Orange Blossom Trail, Florida Mall #696
Orlando, FL 32809.

ARTICLE EIGHT. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 735 Almond St., Suite, Clermont, FL 34711, and the name of its initial registered agent at such address is Tom K. Dougherty.

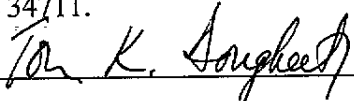
ARTICLE NINE. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights and in addition, elects preemptive rights for all shares transferred from the corporation notwithstanding statutory provisions to the contrary, unless waived in writing by all shareholders. However, preemptive shares not acquired within 3 months after being offered to shareholders, may within 9 months of the 3 months, be offered for sale at or above the original consideration to any person.

ARTICLE TEN. INCORPORATORS

The name and address of each incorporator is:

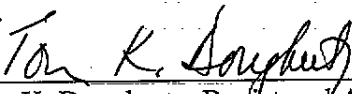
1. Tom K. Dougherty, 735 Almond St., Suite A, Clermont, FL 34711.



Tom K. Dougherty, Incorporator

ACCEPTANCE OF REGISTERED AGENT
for METROWEST AUDIOLOGY AND HEARING AID CENTER, INC.

I, the undersigned, being familiar with and accepting the obligations of the position, do hereby accept the appointment of registered agent of METROWEST AUDIOLOGY AND HEARING AID CENTER, INC., on October 27, 1998.


Tom K. Dougherty, Registered Agent
735 Almond St., Suite A
Clermont, FL 34711

FILED
98 OCT 30 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA