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DAYTON LOGUE, OF COUNSEL

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July 8, 1999

Certified Mail No. Z 107 690 686

Return Receipt Requested

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

500002932625--8  
-07/15/99--01087--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Speechcare, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, the original Designation of Registered Agent, together with our filing fee check in the amount of 78.75 for filing with your office on the above-referenced corporation. Please return a certified copy of the Articles to me upon filing.

Thank you for your attention to this matter.

Sincerely,

*Derrick Bennett*

Derrick Bennett

DB:kmw

Enclosures as stated.

*Kim* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *zip code Directors*  
DATE *7-22-99*  
DOC. EXAM *KV*

FILED  
99 JUL 15 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*KV*  
*7/22/99*

**ARTICLES OF INCORPORATION  
OF  
SPEECHCARE, INC.**

**FILED**  
99 JUL 15 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is "Speechcare, Inc." hereinafter referred to as the "Corporation."

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 5,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and principal place of business of the Corporation is 760 Jenks Avenue, Panama City, Florida 32401., Panama City, Florida 32444, and the name of the initial registered agent at said address is Marilyn B. Lewis, 8623 N. Lagoon Drive, D-2, Panama City Beach, Florida 32408.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall have 4 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 (1). The names and addresses of the initial Directors of the Corporation are:

Marilyn B. Lewis  
8623 N. Lagoon Drive  
D-2  
Panama City Beach, Florida 32408

Albert M. Lewis, III  
8623 N. Lagoon Drive  
D-2  
Panama City Beach, Florida 32408

Earl E. Bailey  
799 Wood Avenue  
Panama City, Florida 32401

Doris F. Bailey  
799 Wood Avenue  
Panama City, Florida 32401

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Marilyn B. Lewis  
8623 N. Lagoon Drive  
D-2  
Panama City Beach, Florida 32408

#### ARTICLE VIII - BY-LAWS

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

#### ARTICLE IX - INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, or any former officer or director, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation.

ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors, subject to any limitation by law. The Board of Directors shall adopt Bylaws for the Corporation, which may be modified, amended or altered as allowed under said Bylaws.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 9th day of July, 1999.

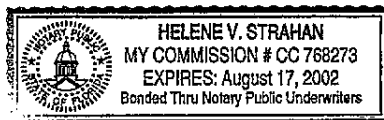
Marilyn B. Lewis (SEAL)  
Marilyn B. Lewis Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Marilyn B. Lewis, who is personally known to me or who produced Florida Driver's License as identification, and who is known to me to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this, the 9th day of July, 1999.

Helene V. Strahan  
Helene V. Strahan, Notary Public  
My Commission Expires:  
My Commission Number:



FILED

99 JUL 15 PM 5:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

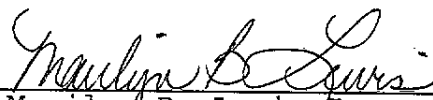
CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED

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In compliance with §48.901 and §607.034, Florida Statutes, the following is submitted.

FIRST that Speechcare, Inc., a corporation, desiring to be organized or qualify under the laws of the State of Florida, with its principal place of business at 760 Jenks Avenue, Panama City, Florida 32401, has named Derrick G. Bennett located at 112 East Third Court, Panama City, Florida, 32401, as its agent to accept service of process within Florida.

DATED this 9th day of July, 1999.

  
Marilyn B. Lewis-Incorporator

Having been named to accept service of process for the above named 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 performance of my duties.

  
Derrick Bennett-Registered Agent