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August 11, 1999

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Florida Secretary of State
Corporate Records Division
The Capitol
409 E. Gaines St.
Tallahassee, FL 32304

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-08/13/99-01078-006
*****78.75 *****78.75

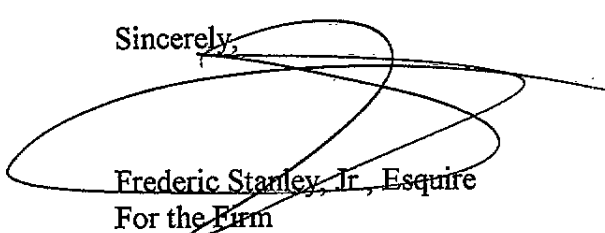
Re: EARCARE, P.A.
Our File No. 001-99337

Dear Sir/Madam:

Enclosed herewith is an executed original and one copy of the Articles of Incorporation for the above-referenced corporation. Upon filing, please return the copy stamped with the filing information in the enclosed self-addressed envelope.

We also enclose our check in the amount of \$78.75 to cover the requisite fee.

Sincerely,


Frederic Stanley, Jr., Esquire
For the Firm

FS/ck
Enclosure

FILED
AUG 13 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESLER AUG 19 1999.

ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION

OF

EARCARE, P.A.

FILED
99 AUG 13 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice in the area of human ear care in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of this Corporation shall be:

EARCARE, P.A.

The address of this Corporation shall be:

299 Grant Avenue
Satellite Beach, FL 32937

ARTICLE II

Purposes

The general nature and purposes of business to be transacted promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of human ear care and all its fields of specialization, as are engaged in by licensed audiologists and hearing aid specialists.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate mortgages stocks, bonds, and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III
Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to audiologists and hearing aid specialists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV
Duration

The corporation shall have perpetual existence.

ARTICLE V
Registered Agent

The address of this corporation's initial registered office is:

Sun Trust Tower
Suite 703
100 Rialto Place
Melbourne, Florida 32901

and the name of its initial registered agent at said address is:

FREDERIC STANLEY, JR.

ARTICLE VI
Incorporator

The name and street address of the incorporator is as follows:

CATHERINE COWAN-OBERBECK
299 Grant Avenue
Satellite Beach, Florida 32937

ARTICLE VII
Board of Directors

The Corporation shall have a Board of Directors consisting of two (2) persons. The number of directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less

than one. The name and address of the initial Directors of this corporation are:

CATHERINE COWAN-OBERBECK
299 Grant Avenue
Satellite Beach, Florida 32937

GLENN OBERBECK
299 Grant Avenue
Satellite Beach, Florida 32937

ARTICLE VIII
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX
Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on her continued rendering of such professional services, she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him/her all amounts owing and lawfully due to him/her by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X
Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


ARTICLE XI
Indemnification

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

ARTICLE XII
Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Melbourne, Florida, for the uses and purposes aforesaid, this 5th day of August, 1999.




CATHERINE COWAN-OWERBECK
Incorporator

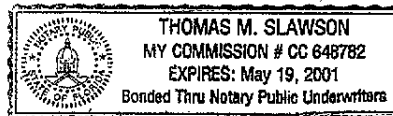
STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared CATHERINE COWAN-OWERBECK, who is personally known to me and who has taken an oath, and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that she made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Melbourne, Florida 32901, this 5th day of August, 1999.



Notary Public, State of Florida
My Commission Expires:



DESIGNATION AND ACCEPTANCE

OF

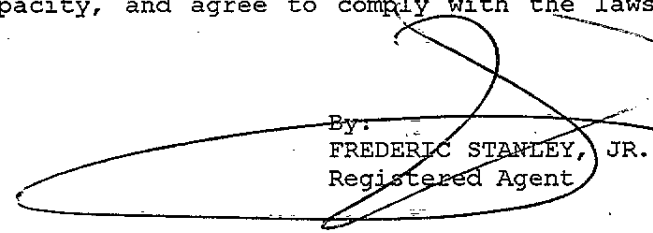
REGISTERED AGENT

EARCARE, P.A.

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, EARCARE, P.A., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 299 Grant Avenue, Satellite Beach, Florida 32937, has named FREDERIC STANLEY, JR. located at Sun Trust Tower, Suite 703, 100 Rialto Place, Melbourne, Florida 32901 as its registered agent to accept service of process within this state.

By: 
CATHERINE COWAN-OBERBECK

Having been named as registered agent to accept service of process for the above stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
FREDERIC STANLEY, JR.
Registered Agent

FILED
99 AUG 13 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA