

State of Idaho

Department of State

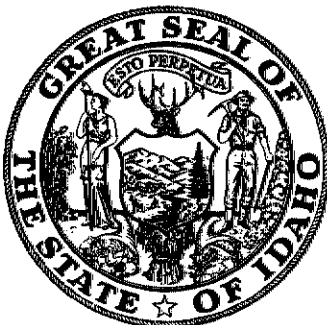
CERTIFICATE OF INCORPORATION OF

SOUNDS OF IDAHO, INC. MIRACLE EAR
File number C 109205

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 26, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

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SEC. OF STATE

Articles Of Incorporation

95 JAN 26 AM 10 10

Effective January 1, 1995 Sounds of Idaho, Inc. Miracle Ear located at 1155 Yellowstone Avenue, Pocatello, Idaho 83201 is incorporated for a perpetual period of time. Sounds of Idaho, Inc. Miracle Ear is engaged in the lawful business of dispensing and servicing hearing aids, primarily through it's parent company Dahlberg, Inc.

IDAHO SECRETARY OF STATE
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The officers of the corporation are set forth as follows:

President: Susan K. Francis

Vice President: Ronald D. Francis

(The President and Vice President share equal responsibility and decision-making authority)

Secretary: Melissa S. Francis

Treasurer: Katherine A. Newsome

2nd Vice President: Candace D. Francis

The aggregate number of shares which the corporation shall have authority to issue is 50,000 shares. These shares shall be divided equally between the President, Susan K. Francis, having 25,000 shares and the Vice President, Ronald D. Francis, having 25,000 shares. The par value of each share is \$1.00.

Sounds of Idaho, Inc. Miracle Ear is registered at it's corporate office located at 1155 Yellowstone Avenue, Pocatello, Idaho, 83201. The registered agent is Ronald D. Francis.

The initial Board of Directors shall consist of the following named individuals:

Susan K. Francis
78 Stanford Avenue, Pocatello, Idaho, 83201

Ronald D. Francis
78 Stanford Avenue, Pocatello, Idaho, 83201

Katherine A. Newsome
78 Stanford Avenue, Pocatello, Idaho, 83201

Melissa S. Francis
78 Stanford Avenue, Pocatello, Idaho, 83201

Candace D. Francis
78 Stanford Avenue, Pocatello, Idaho, 83201

Jack Kremer
1745 Nabal Road, La Habra Heights, California, 90631

Kathie Kremer
1745 Nabal Road, La Habra Heights, California, 90631

The following provisions are set forth which provide for the limitation of liability to the corporation and the removal of any director from the board of directors for any of the following circumstances:

1. Breach of fiduciary duty as a director.
2. For any breach of a director's loyalty to the corporation or it's stockholders.
3. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
4. For any transaction from which a director derived an improper personal benefit.

Sworn this 23 Day of January, 1995.

Susan K Francis
Susan K. Francis
President
78 Stanford Avenue
Pocatello, Idaho, 83201

Ronald D Francis
Ronald D. Francis
Vice President
78 Stanford Avenue
Pocatello, Idaho, 83201

Melissa S Francis
Melissa S. Francis
Secretary
78 Stanford Avenue
Pocatello, Idaho, 83201

Katherine Newsome
Katherine A. Newsome
Treasurer
78 Stanford Avenue
Pocatello, Idaho, 83201

Candace D. Francis (minor) Susan K Francis
Candace D. Francis
2nd Vice President
78 Stanford Avenue
Pocatello, Idaho, 83201
(mother)

Subscribed and sworn to me this 23rd day of January, 1995

Thomi Hegner
Notary Public for Idaho
Residing at Pocatello
My Commission Expires 8-7-99

S E A L