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ACCOUNT NO. : 072100000032

REFERENCE : 829677 5025122

AUTHORIZATION :

COST LIMIT *Patricia Pappas* \$ 70.00

ORDER DATE : May 22, 1998

ORDER TIME : 12:08 PM

ORDER NO. : 829677-005

CUSTOMER NO: 5025122

CUSTOMER: Steven Gutstein, Esq
THE LAW OFFICES OF
STEVEN I. GUTSTEIN
Suite 715
276 Fifth Avenue
New York, NY 10001

800002533868-4

DOMESTIC FILING

NAME: MATERIALS ENGINEERING
TECHNOLOGIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XXX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 22 PM 2:29

98/05/22 PM 1:14
DIVISION OF CORPORATIONS
RECEIVED

ARTICLES OF INCORPORATION

OF

MATERIALS ENGINEERING TECHNOLOGIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 22 PM 2:29

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1 NAME

The name of the corporation shall be Materials Engineering Technologies, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
750 Sanctuary Cove Drive, North Palm Beach, Florida, 33408.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 110,000 without par value:

100,000 of such shares shall be shares of common stock; and

10,000 of such shares shall be shares of preferred stock. The board of directors of this corporation is hereby granted the power to determine by resolution from time to time the powers, preferences, rights, qualifications, restrictions or limitations of the preferred stock.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Michael Ellis
750 Sanctuary Cove Drive
North Palm Beach, Florida, 33408

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Michael Ellis
750 Sanctuary Cove Drive
North Palm Beach, Florida, 33408

The undersigned incorporator has executed these Articles of Incorporation this day of
May, 1998.



Michael Ellis

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

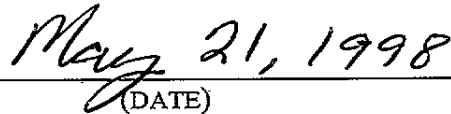
1. The name of the corporation is: Materials Engineering Technologies, Inc.
2. The name and address of the registered agent and office is:

Michael Ellis
750 Sanctuary Cove Drive
North Palm Beach, Florida 33408

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)



(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314