

P990000 33242

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Attn: Beth Register
(850) 487-6052

April 9, 1999

From: Law Offices of James Pruden, P.A.
370 W. Camino Gardens Blvd., Suite 210
Boca Raton, FL 33432
Phone (561) 417-4644

SUBJECT: MRT Micro, Inc.

Domestication

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-04/12/99--01001--016
****128.75 ****128.75

MRT Micro, Inc. (the "Company") is currently a foreign registered company with the Florida Division of Corporations and having a registration number of F99000000751. The Company has relocated its principal operations to Florida, and therefore is changing its corporate domicile. In accordance therewith, please find enclosed the following:

1. The original and one (1) copy of *Certificate of Domestication*
2. The original and one (1) copy of *Articles of Incorporation*
3. The original and one (1) copy of *Certificate of Registered Agent's Appointment & Acceptance*
4. A check in the amount of \$128.75 representing filing fees for the Certificate of Domestication, Articles of Incorporation, Registered Agent designation fee and a certified copy.

If you have any questions or need further information, please feel free to contact me at the address or telephone number provided above.

Thank you for your assistance.


James Pruden, Esq.

Enclosure

FILED
99 APR 12 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F99-751

B. REGISTER APR 12 1999

CERTIFICATE OF DOMESTICATION
OF
MRT Micro, Inc.

To the Department of State of the State of Florida:

Pursuant to the provisions of Section 607.1801 of the Florida Statutes, the undersigned Corporation submits the following Certificate for the purpose of becoming domesticated in Florida:

FIRST: The date on which the Corporation first came into being was **February 23, 1996.**

SECOND: The jurisdiction where the Corporation was first formed was **the State of Colorado.**

THIRD: The name of the Corporation immediately prior to the filing of this Certificate was **MRT Micro, Inc.**

FOURTH: The name the Corporation will use in Florida, as set forth in its articles of incorporation filed with this Certificate is **MRT Micro, Inc.**

FIFTH: Immediately prior to the filing of this Certificate, the principal place of business of the Corporation was located at **8400 E. Prentice Avenue, Suite 625, Englewood, Colorado 80111.**

Dated: April 9, 1999

MRT Micro, Inc.

By: [Signature]
David Hauger, President

CERTIFICATION

I, David Hauger, do hereby certify that I am the President of MRT Micro, Inc., and that I am authorized to sign this Certificate of Domestication on behalf of the Corporation. I further certify that all of the statements in the foregoing instrument are true and correct.

By: [Signature]
David Hauger, President

STATE OF FLORIDA)
COUNTY OF Palm Beach)

On April 9, 1999, before me personally appeared David Hauger, known to me to be the person whose name is subscribed to the instrument within, and acknowledged that he executed the instrument for the purposes contained in the instrument.

IN WITNESS WHEREOF, I sign here and set my official seal.

[Signature]
Notary



James L. Pruden
Commission # CC 807378
Expires Feb. 7, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

My commission expires _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

Of

MRT Micro, Inc.

Article 1

Corporate Name

The name of this corporation shall be "MRT Micro, Inc."

Article 2

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 14000 South Military Trail, Suite 101, Delray Beach, Florida 33484.

Article 3

Nature of Corporate Business

The general nature of the business to be transacted by this Corporation shall be to engage in business for profit and it is organized for the following general purposes:

(a) To engage in any and all lawful business permitted under the laws of the United States and the State of Florida; and

(b) To make loans to or hold stock in other business entities, and enter into partnerships, limited partnerships, and joint ventures with other business entities.

Article 4

Capital Stock

This Corporation shall have authority, acting by its Board of Directors, to issue not more than 100,000 shares of common class at .001 PAR VALUE per share, that have unlimited voting rights of one vote per share for the election of directors and with respect to other matters submitted to a vote of shareholders, and that are entitled to receive the net assets of the Corporation upon dissolution after payment of the Corporation's debts, liabilities and any liquidation preferences of, and unpaid dividends on, any class of preferred stock then outstanding.

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TALLAHASSEE, FLORIDA

Article 5

Term of Existence

This Corporation shall have perpetual existence.

Article 6

Effective Date of Corporation

Pursuant to the provisions of Fla. Stat. § 607.1801, the Corporation shall retain, as its effective date of incorporation, the date on which the Corporation first came into being of February 23, 1996.

Article 7

Registered Agent

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

James L. Pruden, Esq.
370 W. Camino Gardens Blvd., Suite 210
Boca Raton, FL 33432

Article 8

Board of Directors

The initial Board of Directors shall consist of (1) member, the name and address of whom is as follows:

David Hauger
14000 South Military Trail, Suite 101
Delray Beach, Florida 33484

The person named as the initial Director shall hold office for the first year of existence of this Corporation, or until his successors are duly elected or appointed and qualified, whichever occurs first.

Article 9

Indemnification

No Director or Officer of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his/her duty of care or other duty as a Director; provided that this provision shall eliminate or limit the liability of a Director or Officer only to the extent permitted from time to time by the Florida Business Corporation Act or any successor law or laws.

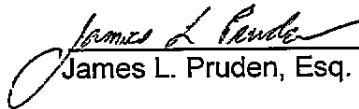
Article 10

Incorporator

The name of the person signing these Articles of Incorporation as the Incorporator is James L. Pruden, Esq. whose address is 370 W. Camino Gardens Blvd., Suite 210, Boca Raton, FL 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 9th day of April, 1999.

Incorporator

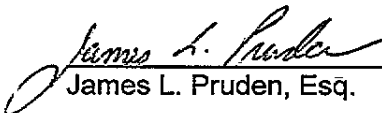

James L. Pruden, Esq.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Pursuant to the provisions of Section 607.0501, Florida Statutes, MRT Micro, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 14000 South Military Trail, Suite 101, Delray Beach, FL 33484 has named James L. Pruden, whose address is 370 W. Camino Gardens Blvd., Suite 210, Boca Raton, FL 33432 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


James L. Pruden, Esq.

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TALLAHASSEE, FLORIDA