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March 24, 1999

† Also licensed in Iowa
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VIA FEDERAL EXPRESS

PERSONAL AND CONFIDENTIAL

Ms. Annette Ramsey
Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILED
99 MAR 30 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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-03/31/99--01064--036
*****70.00 *****70.00

Re: Merger of MRI Devices Corporation and Applied Resources Technology, Inc.

Dear Ms. Ramsey:

Enclosed for filing are two fully executed original Articles of Merger regarding the merger of MRI Devices Corporation, a Wisconsin corporation, and Applied Resonance Technology, Inc., a Florida corporation. I have enclosed a check in the amount of \$70.00 to cover the filing fee. Pursuant to our telephone conversation of March 23, 1999, **please do not file these documents until you affirmatively hear from me or someone from my office on March 31, 1999.**

If you have any questions regarding the enclosures, please feel free to call me. Thank you for your anticipated cooperation in this regard.

Sincerely,

Jeffrey A. Ellis
Jeffrey A. Ellis

JAE3314.WPD
ENCs.

DDR
3/31/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

APPLIED RESONANCE TECHNOLOGY, INC., a Florida corporation S43223
,

INTO

MRI DEVICES CORPORATION, a Wisconsin corporation not qualified in
Florida.

File date: March 31, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

**MRI Devices Corporation
Applied Resonance Technology, Inc.**

FILED
99 MAR 31 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of MRI Devices Corporation, a Wisconsin corporation ("MRID"), and Applied Resonance Technology, Inc., a Florida corporation ("ART"), acting in accordance with Sections 180.1105 and 180.1107 of the Wisconsin statutes, and Sections 607.1105 and 607.1107 of the Florida statutes hereby execute the following Articles of Merger:

**Article I
Plan of Merger**

The Plan of Merger for the merger of ART with and into MRID (the "Surviving Corporation") is attached hereto as Exhibit A and incorporated herein by this reference (the "Plan of Merger").

**Article II
Approval**

The Plan of Merger was adopted by unanimous written consent of all of the shareholders of MRID pursuant to Section 180.1103 of the Wisconsin statutes and by all of the shareholders of ART pursuant to Section 607.1103 of the Florida statutes. on March 19, 1999.

**Article III
Effective Time of Merger**

The merger described herein shall be effective as of 11:59 p.m. on March 31, 1999.

**Article IV
Address of Surviving Corporation**

The address of the principal place of business of the Surviving Corporation is as follows:

N8 W22520 Johnson Drive, Ste. K
Waukesha, WI 53186

Article V
Appointment of Agent for Service of Process

The Surviving Corporation is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of the dissenting shareholders, if any, of ART.

Article VI
Prompt Payment of Dissenting Shareholders

The Surviving Corporation agrees to promptly pay to the dissenting shareholders of ART the amount, if any, to which they are entitled under Section 607.1302 of the Florida statutes.

Executed in duplicate and sealed March 19, 1999.

MRI Devices Corporation

By: Thomas E. Schubert
Thomas E. Schubert
President

Applied Resonance Technology, Inc.

By: George R. Duensing
George R. Duensing
President

This instrument was drafted by
and should be returned to:
Joseph E. Tierney III, Esq.
Meissner Tierney Fisher & Nichols S.C.
111 East Kilbourn Avenue, 19th Floor
Milwaukee, WI 53202

**EXHIBIT A
TO ARTICLES OF MERGER**

PLAN OF MERGER

PLAN OF MERGER by and among APPLIED RESONANCE TECHNOLOGY, INC., a Florida corporation ("ART"), and MRI DEVICES CORPORATION, a Wisconsin corporation ("MRID").

THE MERGER

1. At the Effective Time (as defined in section 4) and subject to the terms of this Plan, ART shall be merged into MRID and the separate existence of ART shall thereupon cease in accordance with Florida law. MRID shall survive the Merger and will continue to be governed by the laws of Wisconsin and the separate existence of MRID and all of its rights, privileges, immunities and franchises, public or private, and all its duties and liabilities as a corporation will continue unaffected by the Merger. The Merger will have the effects specified by Wisconsin law.

2. MRID shall be governed by a Board of Directors consisting of five directors to hold office until the next meeting of the stockholders or until their successors are duly elected and qualified.

CONVERSION OF SHARES

3. At the Effective Time, by virtue of the Merger and without any action on the part of any stockholder of MRID or ART, each outstanding share of ART common stock shall be converted into shares of MRID common stock of such number that the aggregate number of shares of MRID stock into which all ART shares are so converted shall equal 50% of the total number of MRID shares outstanding immediately thereafter. Until surrender in exchange for MRID shares, the certificates representing shares of ART stock immediately before the merger shall represent the shares of MRID stock into which the shares of ART stock have been converted.

EFFECTIVE TIME

4. The Merger shall become effective on the date and at the time (the "Effective Time") indicated in the Articles of Merger filed by MRID and ART with the Department of Financial Institutions of the State of Wisconsin, provided, however, that each of the Presidents of MRID and ART shall have the authority to abandon the Plan of Merger by filing a Certificate of Abandonment at any time prior to the Effective Time of Merger.

ACTIONS BY STOCKHOLDERS

5. It is a condition to the Merger that all of the stockholders of each corporation approve the Merger.