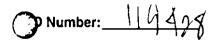
Filing Fee: \$150.00 License Fee: \$15.00 minimum (¶7-1.1-124

1. The name of the corporation is SEIFERT MTM SYSTEMS, INC.

2. It is incorporated under the laws of **DELAWARE**





STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

STORY AND STATE OF STATE OF STATE OF STATE

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY (To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

3.	The name, if differer	nt, which it elects to use i	n Rhode Island	t is:						
	(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company, "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:									
	(b) If the corporate application:	e name is not available in ansact business in Rhoo	n Rhode Islano de Island as si	I, then set forth below the fictitious name under which the co tated in the "Fictitious Business Name Statement" to be	orporation will filed with this					
4	The date of its incorp	poration is SEPTEMBE	R 26, 2000	and the period of its duration is PERPETUAL						
5.	N	rincipal office in the state		der the laws of which it is incorporated is 2711 CENTERV	/ILLE					
¦. י ሕ	The address of its proposed registered office in Rhode Island is BELVER ROAD, BLDG. 7-240									
٠.	(Street Address, not P.O. Box)									
	NORTH KINGSTOWN		_ RI_ 02852	and the name of its proposed registered agent in Rh	ode Island at					
	(City/Town)		(Zip Co	de)	5					
	that address is UD	O O. SCHROFF			, , , , , , , , , , , , , , , , , , ,					
				(Name of Agent)	,					
7.	The specific purpose		oposes to purs	ue in the transaction of business in Rhode Island are:	1913					
				JUL 1 7 2001	-					
8.	The names and respective addresses of the directors and officers are: Name Address Address									
	Director	MICHAEL RUDI SEI	FERT	VILLA RINIGIO, MADILENA ROAD, NXR 09 MADI	LENA,					
	Director			MALTA '						
	President	UDO O. SCHROFF	IN III TE	20 FOX RUN, EAST GREENWICH, RI 02818						
	Vice President									
	Treasurer									
	Secretary KLAUS J. SCHMITZ		· · · · · · · · · · · · · · · · · · ·	2 BELVEDERE CT, QALIET ST, ST. JULIANS STJ 10 MALTA						
Fo	rm No. 150		•							

Form No. 150 Revised: 01/99

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever locate \$25,000.00 ! (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following yes \$25,000.00 . (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be owned durin following year, wherever located, is 100 %. (divide (a) by (a) and multiply by 100 to obtain the percentage \$1,000.00 . (b) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$61,000.00 . (c) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rt Island during the following year is \$61,000.00 . (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount interior which be transacted by the corporation during the following year is \$01,000.00 . (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount interior which be transacted by the corporation during the following year is 100 . (d) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year is 100 . (e) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year is 100 . (f) An estimate, expressed as a percentage of the proportion that the gross amount of business in Rt Island during the following year is 1000. (e) An estimate of the	1,00	Number of Shares	Class COMMON	<u>Series</u>	Par Value or Statement that Shares are without Par Value US\$0.001 PER SHARE			
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In No Sing From on this 14th day of May , 2001, personally ap before me Udo Solution who, being by me first duly sworn, declared that I is the Musician of the corporation and that he/she signed the foregoing documents.				Secretary or	Assistant Secretary (check one)			
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State of Delaware

PAGE 1

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SEIFERT MTM SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

3292736 8100

010311052

Warriet Smith Windson Harries Smith Windson

AUTHENTICATION: 1215338

DATE: 06-27-01