

5129

ARTICLES OF INCORPORATION

OF

NEUROMAP MEDICAL CORPORATION

STATE OF COLORADO

THE UNDERSIGNED PERSON, acting as incorporator under the Colorado Corporation Code, signs and acknowledges the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is NeuroMap Medical Corporation.

ARTICLE II

The term of existence of this corporation is perpetual.

ARTICLE III

Purposes

The purpose or purposes for which this corporation is organized are as follows:

1. To engage in the business of researching, developing, designing, engineering, manufacturing, constructing, buying, selling, importing, exporting, consulting and otherwise dealing in and with medical electronic systems, and related products or services.

2. To purchase or otherwise acquire, lease, sell, assign, mortgage, pledge or otherwise dispose of any trade names, trademarks, concessions, franchises, licenses, inventions, formulae, improvements, processes of any nature whatsoever, copyrights, patents, and patent rights, to accept and grant licences thereunder.

3. To borrow money for any of the purposes of the corporation, and to issue bonds, debentures, debenture stock, notes and other obligations therefore, and to pledge or mortgage all or any part of the property then owned or thereafter acquired, together with the income, rents, and profits of the property of the company, and to issue bonds, debentures, debenture stock, notes or other obligations without any such security.

PK

COMPUTER UPDATE COMPLETE
HS

4. Without in any manner limiting any of the express powers above enumerated, this corporation shall have and exercise all of the powers conferred by the laws of Colorado upon corporations organized pursuant to the laws of Colorado, and to engage in any other lawful activities to the same extent as natural persons might or could do, and the enumeration as to specific powers shall not be construed as to limit or restrict in any manner all such powers as this corporation may have and exercise not inconsistent with the laws of the State of Colorado and these Articles of Incorporation, said enumerated specific powers being in addition to and not in limitation of the general powers.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock the corporation shall have the authority to issue is 10,000,000 shares, each share to be without par value, and which shall all be common stock. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, that full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon. Stated value shall be determined at time of issuance.

ARTICLE V

Registered Office and Registered Agent

The address of the initial registered office of the corporation is 1930 Central Avenue, Suite C, Boulder, Colorado 80301, and the name of its initial registered agent at such address is David Joffe.

ARTICLE VI

Directors

The number of directors constituting the initial Board of Directors of the corporation is ~~two~~^{three} and the names and addresses of the persons who are to serve as the initial directors are:

S. A. Wilber	P.O. Box 523	Boulder, Colorado 80306
David Joffe	P.O. Box 1949	Boulder, Colorado 80306
Dale Halverstadt	1705 14th St.	#219 Boulder, Co. 80302

KB

ARTICLE VII

Shareholder Restrictions and Denial of Preemptive Rights

Shareholders shall not have preemptive rights to acquire additional or treasury shares of the corporation. All lawful restrictions on the sale or other disposition of shares may be placed upon all or a portion or portions of the certificates evidencing the corporation's shares.

ARTICLE VIII

Partial Liquidations and Acquisition of Stock

The Board of Directors of the Corporation may, from time to time, distribute to the corporation's shareholders in partial liquidation, out of stated capital or capital surplus of the corporation, a portion of its assets, in cash or properties, to the extent permitted by the laws of the state of Colorado.

ARTICLE IX

Two-Thirds Quorum

Meetings of shareholders may be held at such time and place as the Bylaws shall provide. Two-thirds of the shares entitled to vote or such greater percentages as provided in the Bylaws represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders.

ARTICLE X

No Cumulative Voting

Cumulative voting in the election of Directors shall not be permitted.

ARTICLE XI

Indemnification

The Corporation may indemnify each director and each officer, his heirs, executors and administrators, against expenses reasonably incurred or liability incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for fraud or misconduct. In the event of a settlement before or after action or suit, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified was not guilty of such fraud or misconduct. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

FB

ARTICLE XII

The officers, directors and other members of management of this corporation shall be subject to the doctrine of corporate opportunities only insofar as it applies to business opportunities in which this corporation has expressed an interest as determined from time to time by the corporation's Board of Directors as evidenced by resolutions appearing in the corporation's Minutes. When such areas of interest are delineated, all such business opportunities within such areas of interest which come to the attention of the officers, directors and other members of management of the corporation shall be disclosed promptly to this corporation and made available to it. The Board of Directors may reject any business opportunity presented to it and thereafter any officer, director or other member of management may avail himself of such opportunity. Until such time as this corporation, through its Board of Directors, has designated an area of interest, the officers, directors and other members of management of this corporation shall be free to engage in such areas of interest on their own and this doctrine shall not limit the rights of any officer, director or other member of management of this corporation to continue a business existing prior to the time that such area of interest is designated by this corporation. This provision shall not be construed to release any employee of the corporation (other than an officer, director or member of management) from any duties which he may have to the corporation.

ARTICLE XIII

Amendment of Bylaws

The Board of Directors of this corporation is authorized to adopt, confirm, ratify, alter, amend, rescind and repeal Bylaws or any portions thereof from time to time.

ARTICLE XIV

The name and address of the incorporator is David Joffe, P.O. Box 1949, Boulder, Colorado 80306.



ARTICLE XIV

The name and address of the incorporator is David Joffe, P.O. Box 1949, Boulder, Colorado 80306.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation in duplicate and hereunto have set our hands and seals this 18th day of June, 1984.

David Joffe

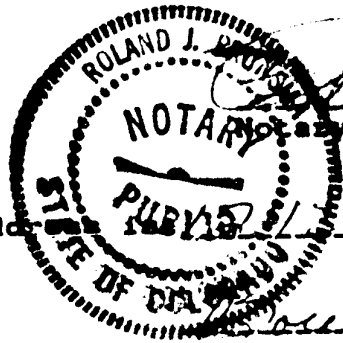
David Joffe
INCORPORATOR

STATE OF COLORADO)
) ss.
CITY COUNTY OF BOULDER)

The foregoing Articles of Incorporation were subscribed and sworn to before me this 18th day of June, 1984 by David Joffe the Incorporator.

Witness my hand and official seal.

My commission expires: My Commission Expires December 15, 1987



Roland J. Brown

Notary Public
My address: Pearl St
Boulder Co. 80302