

State of Idaho

Department of State.

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of HEATH ELECTRONIC MANUFACTURING CORP., IDAHO CIRCUIT TECHNOLOGY CORPORATION, and HEATH HEALTHCARE PRODUCTS, INC., all Idaho corporations, into HEATH INDUSTRIES, INC., an Idaho corporation, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of Merger.

Dated June 11, 19 87.



Pete T. Cenarrusa

SECRETARY OF STATE

Lucy J. Clark
Corporation Clerk

ARTICLES OF MERGER

JUN 11 12 42 PM '87

Pursuant to the provisions of Idaho Code ~~SECRET~~ 30-1-74, the undersigned corporations have adopted the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The Plan and Agreement of Merger, attached hereto as Exhibit A and by this reference incorporated herein, was approved by the shareholders of each of the undersigned corporations in the manner prescribed by statute after statutory notice thereof.

2. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, and the number of shares voted for and against such plan, respectively, are as follows:

CLASS ENTITLED TO VOTE:

Name: Heath Industries, Inc.
Shares outstanding: 0
Designation of class: Common.
Number of shares authorized: 50,000,000
Number unissued: 50,000,000

Name: Heath Electronic Manufacturing Corp.
Shares outstanding: 5,360,376
Designation of class: Common.
Number of shares authorized: 10,000,000
Number unissued: 4,639,624

Name: Idaho Circuit Technology Corporation
Shares outstanding: 2,117,488
Designation of class: Common.
Number of shares authorized: 10,000,000
Number unissued: 7,882,512

Name: Heath Healthcare Products, Inc.
Shares outstanding: 1,900,000
Designation of class: Common.

Number of shares authorized: 10,000,000
Number unissued: 8,100,000

VOTING OF SHARES:

Name: Heath Industries, Inc.

Shares voted in favor of merger: Unanimous vote of all five incorporators.

Shares voted against merger: 0

Total shares voted: Unanimous vote of all five incorporators; no shares have been issued.

Name: Heath Electronic Manufacturing Corp.

Shares voted in favor of merger: 5,107,876.

Shares voted against merger: 0.

Total shares voted: 5,107,876.

Name: Idaho Circuit Technology Corporation

Shares voted in favor of merger: 2,085,187.

Shares voted against merger: 0.

Total shares voted: 2,085,187.

Name: Heath Healthcare Products, Inc.

Shares voted in favor of merger: 1,387,500.

Shares voted against merger: 0.

Total shares voted: 1,387,500.

3. The plan of merger was approved by the incorporators of Heath Industries, Inc., in a meeting of the Incorporators duly held on June 8, 1987. The plan of merger was approved by shareholders of Heath Electronic Manufacturing Corp. in a meeting of the shareholders duly held on June 8, 1987. The plan of merger was approved by shareholders of Idaho Circuit Technology Corporation, in a meeting of the shareholders duly held on June 8, 1987. The plan of merger was approved by shareholders of Heath Healthcare Products, Inc., in a meeting of the shareholders duly held on June 8, 1987.

4. Heath Industries, Inc., the surviving corporation, agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of any

corporation which is a party to the merger and which previously was amenable to suit in the State of Idaho and/or in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving corporation.

5. Heath Industries, Inc., the surviving corporation hereby retains and reaffirms the appointment of Jonathon Silver II, 1627 So. Orchard, Suite 21, Boise, Idaho 83705, as its agent to accept service of process in any proceeding mentioned in paragraph number 4 above.

6. Heath Industries, Inc., the surviving corporation, further agrees that it will promptly pay the dissenting shareholders of the corporation or corporations merged into the surviving corporation the amount, if any, to which they shall be entitled under the provisions of Idaho Code section 30-1-80.

7. The merger is to become effective immediately on the date of the filing of this certificate with the Secretary of State of the State of Idaho.

Dated and signed this 8th day of June, 1987.

Heath Industries, Inc.

By Larry O. Heath
President

ATTEST:

Janice R. Heath
Its Secretary

Heath Electronic Manufacturing Corp.

By James R. Heath
President

ATTEST:

Shirley A. Heath
Its Secretary

Idaho Circuit Technology Corporation

By Lerry A. Heath
President

ATTEST:

Shirley A. Heath
Its Secretary

Heath Healthcare Products, Inc.

By Jonathon Silver II
President

ATTEST:

Paul H. Silver
Its Secretary

STATE OF IDAHO)
: ss.
County of Canyon)

Jonathon Silver II, being first duly sworn on oath, deposes and says:

That your deponent is the Vice-President of Heath Industries, Inc., and that on the 8th day of June, 1987, Lerry A. Heath was and is the president of Heath Industries, Inc., and that I have read the foregoing Articles of merger and that the

above Articles of Merger was agreed to and adopted by the shareholders and directors of Heath Industries, Inc.

Jonathan G. Heath

SUBSCRIBED AND SWORN To before me this 8th day of June, 1987.

(seal)

Sharon L. Roberts
Notary Public for Idaho
Residing at Caldwell
My commission expires: 6-1-88

STATE OF IDAHO)
 : ss.
County of Canyon)

Jerry L. Heath, being first duly sworn on oath, deposes and says:

That your deponent is the Vice-President of Heath Electronic Manufacturing Corp. and that on the 8th day of June, 1987, Janice R. Heath was and is the president of Heath Electronic Manufacturing, Inc., and that I have read the foregoing Articles of merger and that the above Articles of Merger was agreed to and adopted by the shareholders and directors of Heath Electronic Manufacturing Corp.

Jerry L. Heath

SUBSCRIBED AND SWORN To before me this 8th day of June, 1987.

(seal)

Sharon L. Roberts
Notary Public for Idaho
Residing at Caldwell
My commission expires: 6-1-88

STATE OF IDAHO)
: ss.
County of Canyon)

Janice R. Heath, being first duly sworn on oath, deposes and says:

That your deponent is the Vice-President of Idaho Circuit Technology Corporation and that on the 8th day of June, 1987, Lerry A. Heath was and is the president of Idaho Circuit Technology Corporation and that I have read the foregoing Articles of Merger and that the above Articles of Merger was agreed to and adopted by the shareholders and directors of Idaho Circuit Technology Corporation.

Janice R. Heath

SUBSCRIBED AND SWORN To before me this 8th day of June, 1987.

(seal)

Sharon L. Roberts
Notary Public for Idaho
Residing at Collierville
My commission expires: 6-1-88

STATE OF IDAHO)
: ss.
County of Canyon)

Paul H. Burress, being first duly sworn on oath, deposes and says:

That your deponent is the Vice-President of Heath Healthcare Products, Inc., and that on the 8th day of June, 1987, Jonathon Silver II was and is the president of Heath Healthcare Products, Inc., and that I have read the foregoing Articles of merger and that the above Articles of Merger was agreed to and adopted by the shareholders and directors of Heath Healthcare Products, Inc.

Paul H. Burress

SUBSCRIBED AND SWORN To before me this 8th day of
June, 1987.

(seal)

Sharon L. Roberts
Notary Public for Idaho
Residing at Caldwell
My commission expires: 6-1-88

Exhibit A.

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER, dated June 8, 1987, between Heath Industries, Inc., an Idaho Corporation hereinafter sometimes called "Surviving Corporation" and Heath Electronic Manufacturing Corp., an Idaho Corporation, Idaho Circuit Technology/^{Corporation} an Idaho Corporation, and Heath Healthcare Products, Inc., an Idaho Corporation the latter three corporations hereinafter sometimes called "Constituent Corporations".

RECITALS

(1) Surviving Corporation is a corporation organized and existing under the laws of the State of Idaho, having been incorporated on March 23, 1987. The authorized capital stock of Surviving Corporation consists of 50,000,000 shares of one class of voting, no par common stock of which no shares are issued and outstanding. There is no treasury stock. There are 50,000,000 shares authorized and unissued. There are no outstanding warrants or options to purchase stock.

(2) Heath Electronic Manufacturing Corp. is a corporation organized and existing under the laws of the State of Idaho, having been incorporated on January 1, 1983. The authorized capital stock of Heath Electronic Manufacturing Corp.

consists of 10,000,000 shares of one class of voting, no par common stock of which 5,360,376 shares are issued and outstanding. There is no treasury stock. There are 4,639,624 shares authorized and unissued. There are no outstanding warrants or options to purchase stock.

(3) Idaho Circuit Technology/^{Corporation} is a corporation organized and existing under the laws of the State of Idaho, having been incorporated on July 1, 1984. The authorized capital stock of Idaho Circuit Technology/^{Corporation} consists of 10,000,000 shares of one class of voting, no par common stock, of which 2,117,488 shares are issued and outstanding. There is no treasury stock. There are 7,882,512 shares authorized and unissued. There are no outstanding warrants or options to purchase stock.

(4) Heath Healthcare Products, Inc., is a corporation organized and existing under the laws of the State of Idaho, having been incorporated on September 24, 1986. The authorized capital stock of Heath Healthcare Products, Inc., consists of 10,000,000 shares of one class of voting, no par common stock of which 1,900,000 shares are issued and outstanding. There is no treasury stock. There are 8,100,000 shares authorized and unissued. There are no outstanding warrants or options to purchase stock.

(5) The respective Boards of Directors of the Constituent Corporations deem it desirable and in the best interests of the Constituent Corporations and their shareholders that they be merged into the Survivor and the Constituent Corporations, desire that they so merge under and pursuant to the laws of Idaho.

• NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the

purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows:

1. Merger. As soon as all the following events shall have happened, viz.,

(a) the terms of the merger shall have been adopted and approved by the votes of the holders of a majority of the shares entitled to vote thereon at separate meetings of the incorporators of the Surviving Corporation on the one hand and of the shareholders of the respective Constituent Corporations on the other, in accordance with the requirements of the laws of Idaho;

(b) Articles of Merger, in the form required by the provisions of Section 30-1-74 of the Idaho Code shall have been made, signed, sworn to, verified, certified, endorsed, and filed all as required by the provisions of Section 30-1-74; thereupon the Constituent Corporations shall be deemed to have merged with and into the Surviving Corporation which shall survive the merger and which shall have the name provided in paragraph 2 hereof.

The date and time when the Constituent Corporations shall merge and become the Surviving Corporation in accordance with Section 30-1-76 of the Idaho Code are hereinafter referred to as "the effective date of the merger."

2. Name and purposes of the Surviving Corporation. The name of the Surviving Corporation shall be Heath Industries, Inc.

The purposes for which the Surviving Corporation is formed and

the nature of the business to be transacted by it shall be as set forth in the Articles of Incorporation of Heath Industries, Inc., on the effective date of the merger, viz., as set forth in Exhibit A which is attached hereto and made a part hereof with the same force and effect as if herein set forth in full.

3. Act of incorporation of surviving corporation. On the effective date of the merger, the Articles of Incorporation of the Surviving Corporation as affected by the Articles of Merger filed in Idaho, shall be the Articles of Incorporation of the Surviving Corporation until further amended as provided by law.

4. Bylaws of the Surviving Corporation. On the effective date of the merger, the Bylaws of the Surviving Corporation as heretofore amended, shall be the Bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new Bylaws shall be adopted, in accordance with the provisions thereof.

5. Directors and officers of the Surviving Corporation. The Board of Directors of the Surviving Corporation shall initially consist of five directors, each of whom shall hold office until the annual meeting of the shareholders of the Surviving Corporation to be held on the third Monday in April of 1988, and until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. The respective names, places of residence, and addresses of such directors are as follows:

Name:

Address:

Lerry A. Heath	1010 W. Madison Glenns Ferry, Idaho 83623
Janice R. Heath	1010 W. Madison Glenns Ferry, Idaho 83623
Jerry Heath	707 E. Garfield Glenns Ferry, Idaho 83623
Jonathon Silver II	1627 So. Orchard Boise, Idaho 83705
Paul H. Burress	3100 Water Wheel Rd. Emmett, Idaho 83617

The principal officers of the Surviving Corporation, each of whom shall hold office until his successor shall have been duly elected or appointed and shall have qualified or until his earlier death, resignation, or removal, and their respective offices, places of residence, and post office addresses, are as follows:

<u>Office</u>	<u>Name and Address</u>
President	Lerry A. Heath 1010 W. Madison Glenns Ferry, Idaho 83623
Vice-President	Jonathon Silver II 1627 So. Orchard Boise, Idaho 837
Secretary-Treasurer	Janice R. Heath 1010 W. Madison Glenns Ferry, Idaho 83623

The Surviving Corporation may have such other officers as shall be provided for in its Bylaws.

If on the effective date of the merger a vacancy shall exist in the Board of Directors of the Surviving Corporation or in any of the offices above specified by reason of the inability or

failure of any of the above persons to accept a directorship in the Surviving Corporation or the office to which he is designated, as the case may be, such vacancy may thereafter be filled in the manner provided by law or in the Bylaws of the Surviving Corporation.

6. Capital stock of the Surviving Corporation. On the effective date of the merger, the total amount of capital stock of the Surviving Corporation to be authorized, the number of shares into which the capital stock is to be divided, and the par value of the shares are as follows: 50,000,000 shares of no-par common stock are authorized; 10,000,000 shares shall be issued in exchange for all of the outstanding shares of stock held by the existing shareholders of the Constituent Corporations as follows:

(a) 5,400,000 to the shareholders of Heath Electronic Manufacturing Corp.;

(b) 2,700,000 to the shareholders of Idaho Circuit Technology Corporation;

(c) 1,900,000 to the shareholders of Heath Healthcare Products, Inc.

40,000,000 shares of the no-par common stock of the Surviving Corporations will be authorized and unissued immediately subsequent to the merger.

7. Conversion of outstanding securities on merger. The manner and basis of converting the outstanding common stock of the Constituent Corporations into stock of the Surviving Corporation upon the effective date of the merger shall be as follows:

(a) Heath Electronic Manufacturing Corp. Each of the 5,360,376 shares of the outstanding common stock in Heath Electronic Manufacturing Corporation shall be exchanged for 1.01 shares of common stock in the Surviving Corporation.

(b) Idaho Circuit Technology/ Each of the 2,117,488 shares of the outstanding common stock in Idaho Circuit Technology, Inc. shall be exchanged for 1.28 shares of common stock in the Surviving Corporation.

(c) Heath Healthcare Products, Inc. Each of the 1,900,000 shares of the outstanding common stock in Heath Healthcare Products, Inc. shall be exchanged for 1 share of common stock in the Surviving Corporation.

(d) Fractional shares; fractional shares of common stock of the Surviving Corporation upon the conversion. If more than one share of any Constituent Corporations shall be surrendered by the same shareholder, the number of full shares of the Surviving Corporation which shall be issuable upon conversion thereof shall be computed on the basis of the aggregate number of shares of such Constituent Corporation so surrendered. Instead of any fractional share of Common Stock of the Surviving Corporation which would otherwise be issuable upon conversion of any shares of the capital stock in any Constituent Corporation, the Surviving Corporation shall pay a cash adjustment in respect of such fraction in an amount equal to the same fraction of a fair value of \$3.00 per share.

8. Exchange of certificates.

(a) On and after the effective date of the merger, each holder of a certificate or certificates theretofore representing outstanding shares of the stock of the respective Constituent Corporations shall be entitled, upon the surrender of such certificate or certificates at the office or the agency of the Surviving Corporation designated for the purpose, to receive in exchange therefor a certificate or certificates representing the number of full shares of stock in the Surviving Corporation as is determined in accordance with paragraph 7 above, and said shares so surrendered shall be converted as therein provided.

(b) If a certificate for any share or shares of stock of the Surviving Corporation is to be issued in a name other than that in which the certificate for shares surrendered for exchange shall be registered, it shall be a condition of such exchange that the certificate so surrendered shall be properly endorsed for transfer.

9. Prohibited actions of Constituent Corporations and subsidiaries. Between the date hereof and the effective date of the merger, none of the Constituent Corporations will (and none will permit any of its subsidiaries to), except with the prior written consent of each of the other Constituent Corporations:

(a) issue or sell any stock, bonds, or other corporate securities;

(b) incur any obligation or liability (absolute or contingent), except current liabilities incurred, and obligations under contracts entered into, in the ordinary course of business;

(c) discharge or satisfy any lien or encumbrance or pay any obligation or liability (absolute or contingent) other than current liabilities shown on their respective balance sheets, as at the date of this agreement, and current liabilities incurred since those dates in the ordinary course of business;

(d) make any dividend or other payment or distribution to its shareholders or purchase or redeem any shares of its capital stock;

(e) mortgage, pledge, create a security interest in, or subject to lien or other encumbrance any of its assets, tangible or intangible;

(f) sell or transfer any of its tangible assets or cancel any debts or claims except in each case in the ordinary course of business;

(g) sell, assign, or transfer any trademark, trade name, patent, or other intangible asset;

(h) waive any right of any substantial value; or

(i) enter into any transaction other than in the ordinary course of business.

10. Effect of merger. On the effective date of the merger, the Constituent Corporations shall cease to exist separately and

the Constituent Corporations shall be merged with and into the Surviving Corporations in accordance with the provisions of this agreement and in accordance with the provisions of and with the effect provided in Idaho Code Section 30-1-76. As provided therein, on the effective date of the merger the Surviving Corporation shall possess all the rights, privileges, powers, franchises, and trust and fiduciary duties, powers, and obligations, as well of a public as of a private nature, and be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary rights, powers, duties, and obligations, of each of the Constituent Corporations; and all property, real personal, and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations; and the title to any real estate, whether vested by deed or otherwise, in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and

all debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation.

11. Further instruments. From time to time, as and when requested by the Surviving Corporation or by its successors or assigns, each of the Constituent Corporations will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments; and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all its property, rights, privileges, powers, and franchises and otherwise to carry out the intent and purposes of this agreement.

12. Capital. On the effective date of the merger 10,000,000 shares of common stock of the Surviving Corporation shall be issued and outstanding.

13. Principal offices. The location of the principal office of the Surviving Corporation shall be the same as the office and address now registered with the Secretary of State of the State of Idaho.

14. Abandonment of merger. This agreement may be terminated and the merger provided for hereby abandoned:

- (1) by votes of the Boards of Directors of the Constituent

Corporations at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Idaho.

(2) by vote of the Board of Directors of one of the Constituent Corporations at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Idaho if:

(a) material breach shall exist with respect to the written representations and warranties made by any other Constituent Corporation in connection with the merger; or (b) any other Constituent Corporation, without prior written consent of such Constituent Corporation, shall take any action prohibited by this agreement; or

(c) the other Constituent Corporation shall not have furnished such certificates and legal opinions in connection with the merger and matters incidental thereto as it shall have agreed to furnish; or

(d) if, in the opinion of the Board of Directors of such Constituent Corporation, the merger is impracticable by reason of holders of the shares of stock of any Constituent Corporation being in a position to perfect appraisal rights under any law or laws; or

(e) if, in the opinion of the Board of Directors of such Constituent Corporation, any consent of any third party to the merger is reasonably necessary to prevent a default under any outstanding obligation of either

Constituent Corporation, and such consent is not obtainable without penalty; or

(3) by vote of the Board of Directors of any of the Constituent Corporations at any time on or after June 31, 1987, if the merger contemplated hereby shall not have been effected prior thereto.

In the event of any such termination and abandonment, this agreement shall be void and have no effect, and there shall be no liability on the part of any of the Constituent Corporations or any director, officer, or shareholder of either of such Constituent Corporations in respect thereof.

15. Right of amendment. The Surviving Corporation hereby reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation, as from time to time amended, and any provision contained in this agreement, in the manner now or hereafter prescribed by law or by such Articles, as from time to time amended; and all rights and powers of whatsoever nature conferred in such Articles of Incorporation, as from time to time amended, or herein, upon any shareholder, director, officer, or any other person are subject to this reservation.

16. Appointment of agent for service. The Surviving Corporation hereby retains and reaffirms the appointment of Jonathon Silver II, 1627 S. Orchard, Suite 21, Boise, Idaho 83705 as the registered agent for the corporation for all purposes provided for in Idaho Code sections 30-1-12 and 30-1-14.

IN WITNESS WHEREOF Heath Industries, Inc., Heath Electronic Manufacturing Corporation, Idaho Circuit Technology, Inc., and Heath Healthcare Products, Inc. have caused this agreement to be signed in their corporate names by their respective Presidents and their respective Secretaries under the seals of the corporations, all as of the day and year first above written.

SURVIVING CORPORATION:

HEATH INDUSTRIES, INC.

By Lerry A. Heath
President (Lerry A. Heath)

ATTEST:

Janice R. Heath
Its Secretary

CONSTITUENT CORPORATIONS:

HEATH ELECTRONIC MANUFACTURING CORP.

By Janice R. Heath
President (Janice R. Heath)

ATTEST:

Lerry A. Heath
Its Secretary

IDAHO CIRCUIT TECHNOLOGY CORPORATION

By Lerry A. Heath
President (Lerry A. Heath)

ATTEST:

Shirley A. Heath
Its Secretary

HEATH HEALTHCARE PRODUCTS, INC.

By Jonathon Silver II
President (Jonathon Silver II)

ATTEST:

[Signature]
Its Secretary

STATE OF IDAHO)
) : ss.
County of Canyon)

On the 8th day of June, 1987, personally appeared before me Lerry A. Heath and Janice R. Heath, who, being by me duly sworn did say, each for themselves, that he, the said Lerry A. Heath is the president and that she, the said Janice R. Heath is the secretary of Heath Industries, Inc, a corporation, and that the within and foregoing instrument was signed in behalf of said corporation which executed the same and that the seal affixed is the seal of said Heath Industries, Inc., a corporation.

(seal)

Sharon L. Roberts
Notary Public for Idaho
Residing at Calgary
My commission expires: 6-1-88

STATE OF IDAHO)
) : ss.
County of Canyon)

On the 8th day of June, 1987, personally appeared before me Lerry A. Heath and Janice R. Heath, who, being by me duly sworn did say, each for themselves, that she, the said Janice R. Heath is the president and that she, the said Shelly J. Heath is the secretary of Heath Electronic Manufacturing Corp, a corporation, and that the within and foregoing instrument was signed in behalf of said corporation which executed the same and that the seal affixed is the seal of said Heath Electronic Manufacturing Corp, a corporation.

(seal)

Sharon L. Roberts
Notary Public for Idaho
Residing at Calgary
My commission expires: 6-1-88

STATE OF IDAHO)
 : ss.
County of Canyon)

On the 8th day of June, 1987, personally appeared before me Lerry A. Heath and Janice R. Heath, who, being by me duly sworn did say, each for themselves, that he, the said Lerry A. Heath is the president and that she, the said Angela C. Meyer, is the secretary of Idaho Circuit Technology Corporation, a corporation, and that the within and foregoing instrument was signed in behalf of said corporation which executed the same and that the seal affixed is the seal of said Idaho Circuit Technology Corporation, a corporation.

(seal)

Sharon L. Roberts
Notary Public for Idaho
Residing at Caldwell
My commission expires: 6-1-88

STATE OF IDAHO)
 : ss.
County of Canyon)

On the 8th day of June, 1987, personally appeared before me Jonathon Silver II and Paul H. Burgess, who, being by me duly sworn did say, each for themselves, that he, the said Jonathon Silver II is the president and that he, the said Paul H. Burgess is the secretary of Heath Healthcare Products, Inc., a corporation, and that the within and foregoing instrument was signed in behalf of said corporation which executed the same and that the seal affixed is the seal of said Heath Healthcare Products, Inc., a corporation.

(seal)

Sharon L. Roberts
Notary Public for Idaho
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