

AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee is appointed by the Board to assist the Board in monitoring (1) the accounting and financial reporting processes of the company, (2) the integrity of the financial statements of the Company, (3) the independent auditor's qualifications and independence, (4) the performance of the Company's internal audit function and independent auditors, and (5) the compliance by the Company with legal and regulatory requirements.

The Audit Committee shall prepare the report required by the Securities and Exchange Commission to be included in the Company's annual proxy statement and any other Committee reports required by applicable securities laws or stock exchange listing requirements or rules.

Committee Membership

The Audit Committee shall consist of no fewer than three members. The members of the Audit Committee shall satisfy the independence and experience requirements of Section 10A of the Securities Exchange Act of 1934, The Nasdaq Stock Market and any other regulatory requirements pertaining to qualifications of Audit Committee members.

The members of the Audit Committee shall be appointed by the Board on the recommendation of the Nominating Committee and shall serve until their successors are duly appointed and qualified.

Audit Committee members may be replaced by the Board.

Meetings

The Audit Committee shall meet as often as it determines, but not less frequently than quarterly, either in person or telephonically. The Audit Committee may form and delegate authority to subcommittees when appropriate. The Audit Committee may require any officer or employee of the Company, the Company's outside counsel or the Company's independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Audit Committee shall meet with management, the persons performing the internal audit function and the independent auditor in separate executive sessions at least quarterly.

Committee Authority and Responsibilities

The Audit Committee shall have the sole authority and responsibility to select, evaluate and, where appropriate, to replace the independent auditor or nominate the independent auditors for shareholder approval. The Audit Committee shall pre-approve all audit and non-audit services. The Audit Committee shall consult with management but shall not delegate these responsibilities.

The Audit Committee shall review all "related party transactions" (as required to be disclosed pursuant to SEC Regulation S-K, Item 404) for potential conflicts of interest and shall be required to approve any such transactions.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain special legal, accounting or other consultants to advise the Committee. The company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of issuing or rendering an audit report and to any advisors employed by the Audit Committee.

The Audit Committee, to the extent it deems necessary or appropriate, shall:

With Respect to Financial Statement and Disclosure Matters

1. Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
2. Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditors' reviews of the quarterly financial statements.
3. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including, (a) any significant changes in the Company's selection or application of accounting principles, (b) any major issues as to the adequacy of the Company's internal controls, (c) the development, selection and disclosure of critical accounting estimates, and (d) analyses of the effect of alternative assumptions, estimates or GAAP methods on the Company's financial statements.
4. Discuss with management and the independent auditor:
 - (1) All significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize, and report financial data and any material weaknesses in internal controls reported by management; and
 - (2) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
5. Review and discuss with management the Company's earnings press releases.
6. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
7. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
8. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit. In particular, discuss:
 - (1) The adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the independent auditor, the persons performing the internal audit function or management.

(2) The management letter provided by the independent auditor and the Company's response to that letter.

(3) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to any Company employee or requested information, and any significant disagreements with management.

9. Discuss with the independent auditors the matters required to be discussed by Section 10A(k) of the Securities Exchange Act of 1934, as amended, as follows:

(1) All critical accounting policies and practices to be used;

(2) All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors;

(3) Other material written communications between the independent auditors and the management of the Company, such as any management letter or schedule of unadjusted differences.

10. Review and discuss the adequacy and effectiveness of the Company's internal controls, including any significant deficiencies in internal controls and significant changes in such controls reported to the Audit Committee by the outside auditor or management.

11. Review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures and management reports thereon.

With Respect to the Independent Auditor

12. Have the sole authority to review in advance, and grant any appropriate pre-approvals of, (i) all auditing services to be provided by the independent auditors and (ii) all non-audit services to be provided by the independent auditors as permitted by Section 10A of the Securities Exchange Act of 1934, and in connection therewith to approve all fees and other terms of engagement. (By approving the audit engagement, an audit service within the scope of the engagement shall be deemed to have been pre-approved.) The Audit Committee shall also review and approve disclosures required to be included in Securities and Exchange Commission periodic reports filed under Section 13(a) of the Securities Exchange Act of 1934 with respect to non-audit services.

13. Review the experience and qualifications of the senior members of the independent auditor team.

14. Obtain and review a report from the independent auditor at least annually regarding (a) the auditor's internal quality-control procedures, (b) any material issues raised by the most recent quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, (d) all relationships between the independent auditor and the Company and (e) confirming that their audit has been performed in accordance with the requirements of Section 10A of the Securities Exchange Act of 1934.

15. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of non-audit services is compatible with

maintaining the auditor's independence, and taking into account the opinions of management and the persons performing the internal audit function. The Audit Committee shall present its conclusions to the Board and, if so determined by the Audit Committee, recommend that the Board take additional action to satisfy itself of the qualifications, performance and independence of the auditor.

16. Confirm that the lead audit partner, and the lead audit partner responsible for reviewing the audit, for the Company's independent auditors has not performed audit services for the Company for in excess of the five previous fiscal years.

17. Review with the independent auditors any issue on which they consulted with the national office of the independent auditor.

18. Meet with the independent auditor prior to the audit to discuss the planning, scope and staffing of the audit. With Respect to Internal Audit Function

19. In consultation with the independent auditors and the persons performing the internal audit function, review the adequacy of the Company's internal control structure and system, and the procedures designed to insure compliance with laws and regulations.

20. Review, based upon the recommendation of the independent auditors and the persons performing the internal audit function, the scope and plan of the work to be done by the persons performing the internal audit function and review on an annual basis the performance of the persons performing the internal audit function.

21. Review the appointment and replacement of the persons performing the internal audit function.

22. Review the significant reports to management prepared by persons performing the internal audit function and management's responses.

23. Review with management and the independent auditors the sufficiency and quality of the persons performing the internal audit function and other financial and accounting personnel of the Company. With Respect to Compliance Oversight

24. Obtain reports from management, the persons performing the internal audit function and the independent auditor that the Company and its subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics.

25. Review reports and disclosures of insider and affiliated party transactions.

26. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics, including any codes of ethics applicable to the chief executive officer and senior financial officers.

27. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.

28. Review with management, the independent auditors, the persons performing the internal audit function and the Company's counsel, as appropriate, any legal, regulatory or compliance matters that could have a significant impact on the

Company's compliance policies or financial statements, including significant changes in accounting standards or rules as promulgated by the Financial Accounting Standards Board, the Securities and Exchange Commission or other regulatory authorities with relevant jurisdiction.

With Respect to Complaints

29. Establish procedures for:

(1) The receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters.

(2) The confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

30. Discuss with management and the independent auditor any employee complaints which raise issues with respect to the Company's financial statements or accounting policies.

General - The Audit Committee shall:

31. Make regular reports to the Board of Directors.

32. Establish the policy for the Company's hiring of employees or former employees of the independent auditors who were engaged on the Company's account.

33. Review any management decision to seek a second opinion from independent auditors other than the Company's regular independent auditors with respect to any significant accounting issue.

34. Review and reassess the adequacy of this Committee and its Charter at least annually and recommend to the Board any changes the Committee deems appropriate.

35. Perform any other activities consistent with this Charter, the Company's By-Laws and governing law as the Committee or the Board deems necessary or appropriate.

36. Make available this Charter on the Company's website at www.admtronics.com as required by the rules and regulations of the Securities and Exchange Commission and The Nasdaq Stock Market. Limitation of Audit Committee's Role

37. While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.