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MATERIAL TECHNOLOGIES INC /CA/

Form 8-K

June 07, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 3, 2004

Material Technologies, Inc.

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Exact Name of Registrant as specified in its charter

Delaware 33-23617 95-4622822

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State or other jurisdiction Commission IRS Employer  
of incorporation File Number Identification No.

11661 San Vicente Blvd., Suite 707, Los Angeles, California 90049

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Address of principal executive offices Zip Code

Registrant's telephone number, including area code: (310) 208-5589

Item 4. Changes in Registrant's Certifying Accountant

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(a) Gumbiner, Savett, Finkel, Fingleson & Rose, Inc., Certified Public Accountants (hereinafter "Gumbiner"):

- (i) was dismissed by the Company as its principal independent accountant, effective June 3, 2004;
- (ii) Gumbiner's report on the financial statements for the past two years did not contain any adverse opinion or a disclaimer of opinion or modification as to uncertainty, audit scope, or accounting principals;
- (iii) the decision to change accountants was recommended and approved by the Board of Directors; and
- (iv) there were no disagreements with Gumbiner on any matter of accounting principals or practices, financial statement disclosure, or auditing scope or procedure.

(b) The Company has engaged Farber & Hass, LLP as the principal accountant to audit the Company's financial statements effective as of June 3, 2004.

SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Material Technologies, Inc.

June 4, 2004

By: /s/ Robert M. Bernstein

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Robert M. Bernstein, CEO