



# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Amendment  
filed in this office on March 12, 1982.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY: \_\_\_\_\_

*E. Curran*

DATE: \_\_\_\_\_

March 12, 1982

CERTIFICATE OF AMENDMENT  
of  
CERTIFICATE OF INCORPORATION  
VARIAN ASSOCIATES, INC.

Varian Associates, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

1. That at a meeting of the Board of Directors of Varian Associates, Inc. resolutions were duly adopted setting forth a proposed amendment to the first paragraph of Article IV of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directed that the amendment be considered at the next annual meeting of stockholders on February 24, 1982. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that it is advisable that the first paragraph of Article IV of the Certificate of Incorporation be amended as follows:

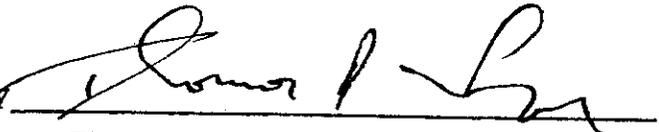
This corporation shall be authorized to issue two classes of stock to be designated, respectively, "Common" and "Preferred." The total number of shares which this corporation shall have authority to issue shall be twenty-five million (25,000,000). The total number of shares of Common Stock shall be twenty-four million (24,000,000) and the par value of each share of Common Stock shall be One Dollar (\$1). The total number of shares of Preferred Stock shall be one million (1,000,000) and the par value of each share of Preferred Stock shall be One Dollar (\$1).

2. That thereafter, pursuant to resolution of the Board of Directors, the amendment was duly submitted to the stockholders of said corporation at the annual meeting on February 24, 1982, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

3. That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Varian Associates, Inc. has caused this certificate to be signed by Thomas D. Sege, its President, and attested by John J. Cooper, its Secretary, this 11th day of March, 1982.

VARIAN ASSOCIATES, INC.

By   
Thomas D. Sege, President

ATTEST:

By   
John J. Cooper, Secretary