

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY OF

IBM INSTRUMENTS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **IBM INSTRUMENTS, INC.**

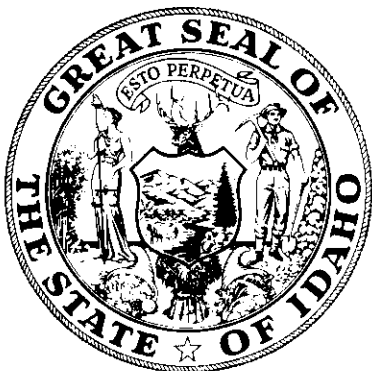
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **IBM INSTRUMENTS, INC.**

to transact business in this State under the name **IBM INSTRUMENTS, INC.**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **March 8, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is IBM INSTRUMENTS, INC.

2. *The name which it shall use in Idaho is Same as above

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is September 13, 1979 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

100 West 10th Street, Wilmington, Delaware 19801
5a. ~~The address to which correspondence should be addressed, Kenosia Avenue, Orchard Park, P.O. Box 332, Danbury, Conn. 06810~~

6. The address of its proposed registered office in Idaho is 300 North 6th Street

Boise, Idaho 83701, and the name of its proposed

registered agent in Idaho at that address is CT CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

The sale and service of analytical equipment.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>C. B. Rogers</u>	<u>Director</u>	<u>15 Winding La., Greenwich, CT</u>
<u>C. P. Webb</u>	<u>Director & Pres.</u>	<u>94 Old Washington Rd, Ridgefield, CT</u>
<u>S. E. Wollaston</u>	<u>Vice President</u>	<u>32 Oak Avenue, Larchmont, NY</u>
<u>J. B. McCobb, Jr.</u>	<u>Secretary</u>	<u>7 Hedgerow Commons, Weston, CT</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>10,000</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10,000	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 6th, 19 84

IBM INSTRUMENTS, INC.

By

X S. E. Wollaston

S. E. Wollaston

Its Vice President

and

X J. B. McCobb, Jr.

J. B. McCobb, Jr.

Its Secretary

STATE OF Connecticut)

COUNTY OF Fairfield) ss:

I, JOHN J. Di MATTEO, a notary public, do hereby certify that on this 6th day of January, 19 84, personally appeared before me S. E. Wollaston, who being by me first duly sworn, declared that he is the Vice President of IBM INSTRUMENTS, INC.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

John J. Di Matteo
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

NOTARY PUBLIC
MY COMMISSION EXPIRES JANUARY 27, 1988



Rev. 9 04 1984

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 _____ Incorporation _____
filed in this office on September 13, 1979 .



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY:

B. Akers

DATE:

October 14, 1983

CERTIFICATE OF INCORPORATION

of

IBM INSTRUMENTS, INC.

We, the undersigned, being the incorporators of the Corporation hereinafter named, do hereby associate to establish a corporation pursuant to the General Corporation Law of the State of Delaware and any and all amendments thereof or supplements thereto, and for that purpose make and file this certificate hereby declaring and certifying that the facts herein stated are true, and we do hereby certify as follows:

FIRST: The name of the Corporation is IBM INSTRUMENTS, INC.

SECOND: The address of the Corporation's registered office in the State of Delaware is 100 West 10th Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, including, without in any way limiting the generality of the foregoing, to design, develop, manufacture, market, and maintain analytical instruments and equipment, and, in so doing, to participate with others in any corporation, partnership, limited partnership, joint venture, or other

association of any kind, or in any transaction, undertaking or arrangement which the Corporation would have power to conduct by itself, whether or not such participation involves sharing or delegation of control with or to others.

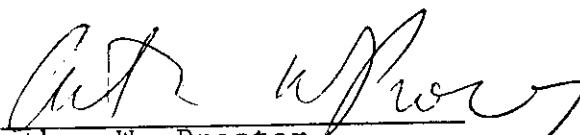
FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is ten thousand (10,000) shares, all of which shall be denominated Common Stock. The par value of each of such shares is one dollar (\$1.00).


FIFTH: The name and mailing address of each of the incorporators is as follows:

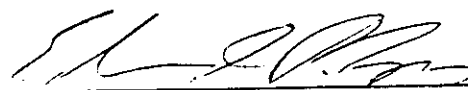
<u>Name</u>	<u>Mailing Address</u>
Arthur W. Procter	340 Middlesex Road Darien, CT 06820
Charles Dumas	27 Gray Street Poughkeepsie, NY 12601
Edmund T. Ross	5 Forge Road Wilton, CT 06897

SIXTH: The Board of Directors may make, alter or repeal By-Laws.

IN WITNESS WHEREOF, we have hereunto set our hands this 11th day of September, 1979.


Arthur W. Procter


Charles Dumas


Edmund T. Ross