

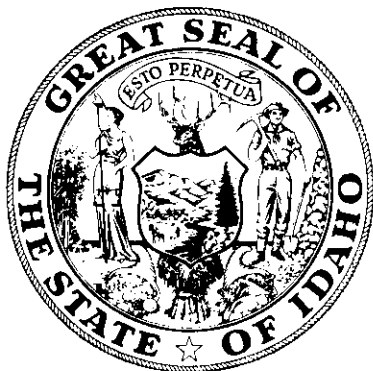
CERTIFICATE OF AUTHORITY
OF

MILLIPORE CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MILLIPORE CORPORATION 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 MILLIPORE CORPORATION to transact business in this State under the name MILLIPORE CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated April 23, 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 MILLIPORE CORPORATION
2. *The name which it shall use in Idaho is MILLIPORE CORPORATION
3. It is incorporated under the laws of Massachusetts
4. The date of its incorporation is May 3, 1954 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 80 Ashby Rd., Bedford, Mass. 01730
6. The address to which correspondence should be addressed, if different from that in item 5 _____
7. The street 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 C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Marketing of microporous, ultrafiltration and reverse osmosis membranes and membrane based devices, including complete water purification systems.
9. The names and respective addresses of its directors and officers are: See Attached Rider

Name	Office	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

10. 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>20,000,000</u>	<u>Common</u>	<u>\$1.00</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

11. 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
13,773,701	Common	\$1.00

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

13. 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 March 26, 19 84

MILLIPORE CORPORATION

By Geoffrey Nunes
Geoffrey Nunes
Its Sr. Vice President
and Charleen L. Johnson
Charleen L. Johnson
Its Asst. Clerk ~~SECRETARY~~

STATE OF Massachusetts)
COUNTY OF Middlesex) ss:

I, Patricia Ann Powers, a notary public, do hereby certify that on
this 26th day of March, 19 84, personally appeared before
me Geoffrey Nunes, who being by me first duly sworn, declared that he
is the Sr. Vice President of MILLIPORE CORPORATION

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

Seal

Patricia Ann Powers
Notary Public
my commission expires: 10/3/86

*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.

OFFICERS OF MILLPOKE CORPORATION

Name	Title	Residence Address	First Elected Officer
D.V. d'Arbeloff	Chairman of the Board; Chief Executive Officer	55 Appleton St. Cambridge, Mass. 02138	1962
John G. Mulvany	President	44 Stone Root Lane Concord, Mass. 01742	1971
Frederic R. Hildebrandt	Exec. Vice President	5 Serenity Lane Andover, Mass. 01810	1982
James L. Dwyer	Sr. Vice President	245 Main Street Concord, Mass. 01742	1968
John A. Gilmartin	Sr. Vice President- Finance & Administration	308 Commonwealth Ave. Boston, Mass. 02116	1980
Geoffrey Nunes	Sr. Vice President & General Counsel	Bedford Road Lincoln, Mass. 01773	1976
David B. Lawrence	Vice President & Treasurer	16 Stratham Road Lexington, Mass. 01776	1976
Adrian R. Reti	Vice President	209 Brattle Street Cambridge, Mass. 02138	1974
William L. Shippey	Vice President	90 Margery Lane Westwood, Mass. 02090	1983
John E. Beard	Clerk of the Corporation	194 Glezen Lane Wayland, Mass. 01778	1974
Charleen L. Johnson	Assistant Clerk	4 Ashwood Drive North Reading, MA 01864	

DIRECTORS OF MILLIPORE CORPORATION

Name	Residence Address	First Elected to Office
D. V. d'Arbeloff	55 Appleton Street Cambridge, Mass. 02138	1967
John G. Mulvany	44 Stone Root Lane Concord, Mass. 01742	1980
Charles D. Baker	11 Arlington Street Boston, Mass. 02116	1979
John H. Bush	Lewis Wharf Boston, Mass.	1954
Mark Hoffman	21 Campden Hill Square London, England	1976
Gerald D. Laubach	235 East 42nd Street New York, New York 10017	1981
Paul R. Lawrence	Humphrey House Boston, Mass. 02163	1975
A. Theodore Lyman	Wilsondale Street Dover, Mass. 02030	1955
Steven Multer	1405 Harper House Cross Keys, Md. 21210	1982
John K. Spring	285 Elm Street Concord, Mass. 01742	1961
Warren E.C. Wacker	87 Perry Street Brookline, Mass. 02146	1971
James L. Waters	1153 Grove Street Framingham, Mass. 01701	1980

THE COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF CORPORATIONS AND TAXATION
WILLIAM H. EDWARDS, SECRETARY
225 STATE HOUSE, BOSTON

ARTICLES OF ORGANIZATION

We, John H. Bush, George M. Kayler, Jr., and Arthur H. Phillips,

being a majority of the directors of

MILLIPORE FILTER CORPORATION

electd at its first meeting, in compliance with the requirements of General Laws, Chapter 154, Section 10, hereby certify that the following is a true copy of the agreement of association to form said corporation, with the names of the subscribers thereto:

We, whose names are hereto subscribed, do, by this agreement, associate ourselves with the intention of forming a corporation under the provisions of General Laws, Chapter 154.

The name by which the corporation shall be known is

MILLIPORE FILTER CORPORATION

The location of the principal office of the corporation in Massachusetts is to be
the town of Watertown, and outside Massachusetts.
the of , State of

[The business address of the corporation is to be

36 Pleasant Street, Watertown 72, Massachusetts

Street and number (if office building give room number), city or town.

If such business address is not yet determined, give the name and business address of the treasurer or other officer to receive mail.

Name and title of officer to receive mail and his complete business address.

The purposes for which the corporation is formed and the nature of the business to be transacted by it are as follows: To manufacture, develop, buy, sell, assemble, install and in any way deal in and with all kinds of filters and filtration and sterilization systems and products and all kinds of laboratory equipment and accessories; to carry on research in the compounding of chemicals and in the fields of concentrating, sterilizing, culturing and filtering microscopic and sub-microscopic particles in and from liquid and gaseous systems and to use, manufacture and sell any products or processes which may result from such research; to use, manufacture, develop, buy, sell, assemble, install, and otherwise deal in and with tangible personal property of all kinds and description; to buy, sell, mortgage, lease or otherwise acquire and dispose of such real estate as may be necessary or convenient in connection with the conduct of the business of the corporation; to hold stock and other securities issued by any other corporation or by any association and to exercise all rights pertaining thereto; to purchase or otherwise acquire all patents, patent rights, privileges, trade marks, trade names and privileges of any country which might seem capable of being used for or in connection with any of the objects or purposes of this corporation, and to grant licenses for the use of and to sell or otherwise dispose of such patents, patent rights, trade marks, trade names and privileges in any country; and to do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or which shall at any time appear conducive to or expedient for this corporation.

Leave this space for binding

The total capital stock to be authorized is as follows:

CLASS OF STOCK	WITHOUT PAR VALUE		WITH PAR VALUE	
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred		2,985	\$99.	\$296,615.00
Common		4,485	\$1.	\$4,485.00

~~Restrictions of any kind upon the transfer of shares~~

(PRINTED OR PHOTOSTATIC RESTRICTIONS MUST NOT BE ATTACHED IN THIS SPACE.)

The preferred stock shall be entitled to receive from the surplus or net profits of the corporation as the same may be determined from time to time by the Board of Directors non-cumulative dividends when declared by said Board at the rate of Five Dollars (\$5.00) per annum per share payable quarter-yearly before any dividends shall be set apart or paid on the common stock but shall not be entitled to any further dividend or share of profits provided, however, that after each quarter-yearly dividend of one dollar and twenty-five cents (\$1.25) per share upon the preferred stock shall have been declared or paid or set apart for payment then the Board of Directors in its discretion may declare and the corporation may pay dividends from time to time on the common stock out of any remaining surplus or net profits. If such surplus or net profits as the same may be determined from time to time by the Board of Directors shall not be sufficient to pay a dividend at the rate of Five Dollars (\$5.00) per annum per share on the preferred stock then such dividends when declared by the Board of Directors shall be paid thereon as such surplus or net profits will suffice to pay.

In case of liquidation or dissolution of the corporation, whether voluntary or involuntary, the holders of the preferred stock shall be entitled in the distribution of the proceeds of liquidation to the payment of one hundred ten dollars (\$110.00) for each share of preferred stock held by them before any distribution shall be made to the holders of common stock and the remaining proceeds of liquidation shall be distributed among the holders of common stock alone.

The preferred stock shall be subject to retirement as a whole or in part at any time at the option of the corporation acting by its Board of Directors at one hundred ten dollars (\$110.00) a share. Notice of the election of the corporation to retire such stock shall be given at least thirty (30) days before the date fixed for retirement by notice mailed to each holder of stock thus to be retired at his address upon the books of the corporation. After the date thus fixed for retirement no dividends shall be payable on the stock called or designated for retirement unless the corporation shall fail to pay for the stock upon presentment. In case of retirement of a part only of the preferred stock the

~~the corporation shall be bound to retire the shares of stock so designated for retirement in the order in which they are presented for retirement and the corporation shall not be bound to retire the shares of stock so designated for retirement in the order in which they are presented for retirement and the corporation shall not be bound to retire the shares of stock so designated for retirement in the order in which they are presented for retirement~~
 directors of the corporation may determine by lot or otherwise in their discretion the particular shares to be retired. There shall be no retirement of preferred stock when thereby the corporation would be rendered insolvent.

Each share of common stock shall entitle the registered owner or holder thereof to one (1) vote either in person or by proxy at every meeting of the stockholders of the corporation but the preferred shares shall not entitle the holders thereof to any vote; nor shall the holders of preferred shares be entitled to notice of stockholders' meetings.

Other lawful provisions, if any, for the conduct and regulation of the business of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Leave this space for binding

[If seven days' notice is given, complete the following paragraph.]

The first meeting shall be called by
of

[If notice is waived, fill in the following paragraph.]

We hereby waive all requirements of the General Laws of Massachusetts for notice of the first meeting of the incorporators for the purpose of organization, and appoint the 29th day of April, 1954, at two o'clock P.M. at One Court Street, Boston, Massachusetts, as the time and place for holding such first meeting.

The names and residences of the incorporators and the amount of stock subscribed for by each are as follows:

NAME <small>FIRST NAME MUST BE WRITTEN IN FULL Suffix and address are not sufficient.</small>	DOMICIL <small>Actual place of residence must be given.</small>	AMOUNT OF STOCK SUBSCRIBED FOR <small>PREFERRED COMMON</small>	
John H. Bush	172 Fair Oaks Park, Needham, Massachusetts	None	None
George M. Naylor, Jr.	59 Belknap Road, Framingham (Center), Massachusetts	None	None
Arthur H. Phillips	Argilla Road, Ipswich, Massachusetts	None	None

Leave this space for binding

IN WITNESS WHEREOF we hereto sign our names, this 29th day of April, 1954.

(Type or plainly print the name of each incorporator as signed to the Agreement of Association.)

/s/ John H. Bush

/s/ George M. Naylor, Jr.

/s/ Arthur H. Phillips

And we further certify that:

The first meeting of the subscribers to said agreement was held on the 29th

of April

1954

The amount of capital to be paid for stock is as follows:

CLASS OF STOCK	NUMBER OF SHARES	
	WITHOUT PAR VALUE	WITH PAR VALUE
Preferred	None	2,985
Common	None	4,485

	PREFERRED	COMMON
TO BE PAID FOR:		
IN CASH:		
In full	2,985 shs.	4,485 shs.
By installment before commencing business		
Amount of		
IN PROPERTY:		
REAL ESTATE		
Location		
Area		
PERSONAL PROPERTY:		
Accounts receivable		
Notes receivable		
Merchandise		
Supplies		
Securities		
Machinery		
Motor vehicles and trailers		
Equipment and tools		
Furniture and fixtures		
Patent rights		
Trade-marks		
Copyrights		
Goodwill		
IN SERVICES		
IN EXPENSES		

No stock shall be at any time issued unless the cash, so far as due, or the property, services or expenses for which it was authorized to be issued, has been actually received or incurred by, or conveyed or rendered to, the corporation, or is in its possession as surplus; nor shall any note or evidence of indebtedness, secured or unsecured, of any person to whom stock is issued, be deemed to be payment therefor; and the president, treasurer and directors shall be jointly and severally liable to any stockholder of the corporation for actual damages caused in part by such issue.

SERVICES AND EXPENSES. Services and expenses rendered and expenses incurred before stock is issued therefor. State clearly the nature of such services or expenses and the amount of stock to be issued therefor.

Leave this space for binding

The name, residence, and post office address of each of the officers of the corporation is as follows:

	NAME	CITY OR TOWN OF RESIDENCE <small>Actual place of domicile must be given.</small>	POST OFFICE ADDRESS <small>HOME OR BUSINESS</small>
President	John H. Bush	172 Fair Oaks Park Needham, Massachusetts	172 Fair Oaks Park Needham, Mass.
Treasurer	John H. Bush	172 Fair Oaks Park Needham, Mass.	172 Fair Oaks Park Needham, Mass.
Clerk	George M. Naylor, Jr.	59 Belknap Road, Framingham (Center), Mass.	59 Belknap Road Framingham, Center, Mass.
Directors	John H. Bush	172 Fair Oaks Park Needham, Mass.	172 Fair Oaks Park Needham, Mass.
	George M. Naylor, Jr.	59 Belknap Road Framingham Center, Mass.	59 Belknap Road Framingham Center, Mass.
	Arthur H. Phillips	Argilla Road Ipswich, Mass.	Argilla Road Ipswich, Mass.
	H. Burton Powers	57 Benvue Street Wellesley, Mass.	57 Benvue Street Wellesley, Mass.
	Richard O. Aldrich	34 Ingraham Road Wellesley, Mass.	34 Ingraham Road Wellesley, Mass.

Leave this space for binding

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we hereto sign our names,
 this 29th day of April, 1945.

John H. Bush
 President, Treasurer and Director

George M. Naylor, Jr.
 Clerk and Director

Arthur H. Phillips
 Director

mk
RECEIVED

#157 14
MAY - 3 1954

CORPORATION DIVISION
SECRETARY'S OFFICE

THE COMMONWEALTH OF MASSACHUSETTS

WRITE NOTHING BELOW

Millipore Filter Corporation

Fee \$150.00 pd

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 156, SECTION 10

Filed in the office of the Secretary of the Commonwealth
and Certificate of Incorporation issued

as of May 3, 1954

I hereby certify that, upon an examination of
the within-written articles of organization, the
agreement of association, and the record of the
first meeting of the incorporators, including the
by-laws, duly submitted to me, it appears that the
provisions of the General Laws relative to the or-
ganization of corporations have been complied
with, and I hereby approve said articles

this 3rd day of May, 1954.

William A. Schan

Commissioner of Corporations and Taxation

**CERTIFICATE
RECEIVED**

JUN 25 1954

BY SECRETARY'S OFFICE
FROM DEPARTMENT OF CORPORATIONS
AND TAXATION

CHARTER TO BE SENT TO

Superior Bank

FILING FEE: 1/20 of 1% of the total amount of the
authorized capital stock with par value, and one cent
a share for all authorized shares without par value, but
not less than \$50. General Laws, Chapter 156, Section 53.

A TRUE COPY ATTEST

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY
SECRETARY OF STATE

DATE 4/17/84 CLERK PJ

The Commonwealth of Massachusetts

KEVIN H. WHITE

Secretary of the Commonwealth

STATE HOUSE, BOSTON, MASS.

RESTATED ARTICLES OF ORGANIZATION

General Laws, Chapter 156B, Section 74

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the restated articles of organization. The fee for filing this certificate is prescribed by General Laws Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, John H. Bush

, President ~~of the Corporation~~ and

George M. Naylor, Jr.

, Clerk ~~of the Corporation~~ of

MILLIPORE FILTER CORPORATION

(Name of Corporation)

located at Ashby Road, Bedford, Massachusetts

do hereby certify that the following restatement of the articles of organization of the corporation was duly adopted at a meeting held on October 20, 1966, by vote of

508,020

shares of common stock

out of

574,500

shares outstanding,

Class of Stock

~~XXXXXXXXXXXXXXXXXXXX~~

(Class of Stock)

~~XXXXXXXX~~

(Class of Stock)

~~XXXXXX~~

~~XXXXXXXXXXXXXXXXXXXX~~

being at least two-thirds of each class of stock outstanding and entitled to vote and of each class or series of stock adversely affected thereby:

1. The name by which the corporation shall be known is:-

Millipore Corporation

2. The purposes for which the corporation is formed are as follows:-

To manufacture, develop, buy, sell, assemble, install and in any way deal in and with all kinds of filters and filtration and sterilization systems and products and all kinds of laboratory equipment and accessories; to carry on research in the compounding of chemicals and in the fields of concentrating, sterilizing, culturing and filtering microscopic and sub-microscopic particles in and from liquid and gaseous systems and to use, manufacture and sell any products or processes which may result from such research; to use, manufacture, develop, buy, sell, assemble, install, and otherwise deal in and with tangible personal property of all kinds and description; to purchase or otherwise acquire all patents, patent rights, privileges, trade marks, trade names and privileges of any country which might seem capable of being used for or in connection with any of the objects or purposes of this corporation, and to grant licenses for the use of and to sell or otherwise dispose of such patents, patent rights, trade marks, trade names and privileges.

NOTE: This certificate shall be filed with the Secretary of the Commonwealth of Massachusetts, State House, Boston, Massachusetts, within sixty days after the date of the vote of stockholders adopting the restated articles of organization.

3 The total number of shares and the par value, if any, of each class of stock which the corporation is authorized to issue is as follows

<u>CLASS OF STOCK</u>	<u>WITHOUT PAR VALUE</u>	<u>WITH PAR VALUE</u>	
	<u>NUMBER OF SHARES</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
Preferred	None	None	None
Common	None	3, 000, 000	33 1/3 ¢

*4 If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

Not applicable

*5 The restrictions, if any, imposed by the articles of organization upon the transfer of shares of stock of any class are as follows:

None

*6 Other lawful provision, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

The Directors may make, amend or repeal the By-Laws in whole or in part, except with respect to any provision thereof which by law or by the By-Laws requires action by the stockholders.

Meetings of the stockholders may be held anywhere in the United States.

In there is no other provision...

Article 6. The following provisions for the conduct and regulation of the business and affairs of the corporation are added:

"The Directors may make, amend or repeal the By-Laws in whole or in part, except with respect to any provision thereof which by law or by the By-Laws requires action by the stockholders"

"Meetings of the stockholders may be held anywhere in the United States."

1A

to carry on any business permitted by the law of the Commonwealth of Massachusetts to a corporation organized under the Business Corporation Law; and to do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or which shall at any time appear conducive to or expedient for this corporation.

We further certify that the foregoing restated articles of organization effect no amendments to the articles of organization of the corporation as heretofore amended, except amendments to the following

(~~XXXXXX~~)

Article 1. The name of the corporation is changed from Millipore Filter Corporation to Millipore Corporation.

Article 2. The purposes of the corporation are changed as follows:

(a) by deleting therefrom the following--

"to buy, sell, mortgage, lease or otherwise acquire and dispose of such real estate as may be necessary or convenient in connection with the conduct of the business of the corporation; to hold stock and other securities issued by any other corporation or by any association and to exercise all rights pertaining thereto"

(b) by adding thereto the following--

"to carry on any business permitted by the law of the Commonwealth of Massachusetts to a corporation organized under the Business Corporation Law"

Article 3. The total number of shares and the par value of each class of stock which the corporation is authorized to issue is changed from 600,000 shares of Common Stock, \$1 par value to 3,000,000 shares of Common Stock, 33 1/3 cents par value. (continued on page 3A)

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

20th

day of

October

in the year 1966

John H. Bush

John H. Bush

President/~~Vice President~~

George M. Naylor, Jr.

George M. Naylor, Jr.

Clerk/~~Assistant Clerk~~

9/65

RECEIVED

OCT 20 1966

CORPORATION DIVISION
SECRETARY'S OFFICE

THE COMMONWEALTH OF MASSACHUSETTS

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B, Section 74)

I hereby approve the within restated articles of organization and, the filing fee in the amount of \$1350.00 having been paid, said articles are deemed to have been filed with me this *twentieth* day of *October*, 1966.

Kevin H. White

KEVIN H. WHITE

Secretary of the Commonwealth

State House, Boston, Mass.

A TRUE COPY ATTEST	
<i>Michael Joseph Connolly</i>	
MICHAEL JOSEPH CONNOLLY	
SECRETARY OF STATE	
DATE <i>4/17/84</i>	CLERK <i>DB</i>

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF RESTATED ARTICLES OF ORGANIZATION TO BE SENT

George M. Nayler, Jr.
Tyler + Reynolds
1 Court St
Boston, Mass 02108

THE COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF CORPORATIONS AND PUBLIC UTILITIES
222 STATE HOUSE, BOSTON 25

REDUCTION OF CAPITAL

The fee for filing in a company with certificate is \$15.00. Therein should be made payable to The Commonwealth of Massachusetts.

This certificate must be submitted to the Commissioner of Corporations and Public Utilities within thirty days after the date of the meeting at which the amendment was adopted, Section 45, Chapter 156, General Laws.

We, John H. Bush, President, Walter W. Kenyon, Treasurer
and John H. Bush, Walter W. Kenyon, Stanley P. Lovell,
George M. Naylor, Jr. and Carroll L. Wilson

being a majority of the directors of

MILLIPORE FILTER CORPORATION

located at Ashby Road, Bedford, Massachusetts.

In compliance with the provisions of Chapter 156 of the General Laws, do hereby certify that at a meeting of the stockholders of the corporation, duly called for the purpose, held October 7, 1960, and by the affirmative vote of 2985 shares of the preferred stock and 4485 shares of the common stock of the corporation, being a majority of all the stock outstanding ~~substantially~~, the following amendment authorizing a reduction in the capital stock of the corporation was duly adopted, namely:

(Here insert an exact copy of the vote or votes authorizing the reduction.)

VOTED: That the capital stock of Millipore Filter Corporation be reduced by 2,985 shares of preferred stock with a par value of \$99. a share, such reduction to be effected by the cancellation and retirement of the authorized 2,985 shares of preferred stock of the Corporation, all of which are now held as treasury shares.

VOTED: That the Agreement of Association and Articles of Organization of Millipore Filter Corporation, as heretofore amended, be and they hereby are further amended by striking out the provisions thereof relating to the preferences, voting powers, restrictions and qualifications of the preferred stock contained in the four paragraphs beginning with the words 'The preferred stock shall be entitled to receive...' and ending with the words '...nor shall the holders of preferred stock be entitled to notice of stockholders' meetings,' and by striking out the provisions thereof stating the total amount of all authorized shares, the par value of its shares and the amount of its shares and by substituting therefor the following: 'The total capital stock authorized is as follows:'

2,985 shares of
\$99.000 par value

The total amount of capital stock already issued is
 (3,115 shares preferred, with par value
 3,115 shares common, without par value
 shares preferred, without par value
 shares common, without par value
 \$295,515 preferred, with par value
 common, with par value
 The amount of the reduction of the capital stock is
 shares preferred, without par value
 shares common, without par value
 \$34,335 preferred, with par value
 common, with par value
 The amount of issued stock after reduction is
 shares preferred, without par value
 shares common, without par value

The manner in which said reduction will be effected is as follows:

The cancellation and retirement of the 2,985 shares of \$99. par value preferred stock outstanding but held as treasury shares.

Leave this space for binding

Leave this space for binding

Grouping - as follows:

this 7th day of October in the year 1960.

Treasurer and Director

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SEN EX

OCT 7 1960

STATE NOTING BELOW

Millipore Filter Corporation

**CORPORATION DIVISION
SECRETARY'S OFFICE**

ARTICLES OF AMENDMENT

REDUCTION OF CAPITAL

GENERAL LAWS, CHAPTER 154, SECTION 44

Filed in the office of the Secretary of the Commonwealth

October 7, 1960

*paid of 22.25
S. J. Smith*

I hereby approve the within certificate, this

7th day of October 1960

DEPARTMENT OF

OCT 7 1960

CORPORATIONS AND TRUSTS

Robert C. Doyle
Commissioner of Corporations and Trusts

A TRUE COPY ATTEST

Michael Joseph Connolly

**MICHAEL JOSEPH CONNOLLY
SECRETARY OF STATE**

DATE *4/17/84* **CLERK** *RY*

The Commonwealth of Massachusetts

JOHN F. X. DAVOREN
Secretary of the Commonwealth
STATE HOUSE, BOSTON, MASS.

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, **D. V. d'Arbeloff**
George M. Naylor, Jr.

, President/Vice President, and
, Clerk/Assistant Clerk of

Millipore Corporation
(Name of Corporation)

located at **Bedford, Massachusetts**

do hereby certify that the following amendment to the articles of organization of the corporation was duly

adopted at a meeting held on

April 27, 19 **72**, by vote of

1,408,865 shares of

Common

(Class of Stock)

out of **1,812,590** shares outstanding,

shares of

(Class of Stock)

out of

shares outstanding, and

shares of

(Class of Stock)

out of

shares outstanding,

being at least a majority of each class outstanding and entitled to vote thereon;

CROSS OUT

INAPPLICABLE

CLAUSE

~~two-thirds of each class outstanding and entitled to vote thereon and
of each class or series of stock whose rights are adversely affected
thereby.~~

VOTED: That the Restated Articles of Organization of this Corporation are hereby amended to change the authorized capital stock of this Corporation from 3,000,000 shares of common stock, par value 33 1/3¢ per share, to 6,000,000 shares of common stock, par value 16 2/3¢ per share, and that each issued share of the common stock of this Corporation, par value 33 1/3¢ per share, is hereby changed into two shares of common stock, par value 16 2/3¢ per share.

¹For amendments adopted pursuant to Chapter 156B, Section 70.

²For amendments adopted pursuant to Chapter 156B, Section 71.

NOTE: Amendments for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets shall be on 8 1/2" x 11" high paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

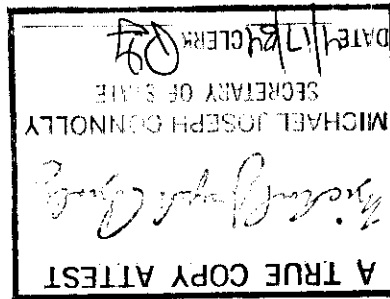
IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this
27th day of April, in the year 1972

[Signature]
George M. Hayler, Jr.

President Vice President
Clerk Assistant Clerk

13183

RECEIVED
APR 27 1972
CORPORATION DIVISION
SECRETARY'S OFFICE



THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment
and the filing fee in the amount of \$ 1500.00
having been paid, said articles are deemed to have
been filed with me this 27th
day of April, 1972.

John F. X. Davoren

JOHN F. X. DAVOREN
Secretary of the Commonwealth
State House, Boston, Mass.

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

to Wilfred E. Gardner, Jr., Esq.
Tyler & Reynolds
1 Court Street
Boston, Massachusetts 02108
617-523-6550

The
forming

1.

2.

NOTICE: If you
attempt to use
the provisions
of this Act

APR 1 1972

A TRUE COPY ATTEST

The Commonwealth of Massachusetts

PAUL GUZZI

Secretary of the Commonwealth

STATE HOUSE, BOSTON, MASS.

02133

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We,
D. V. d'Arbeloff
John E. Beard

, President/Vice President, and
, Clerk/Assistant Clerk of

Millipore Corporation

(Name of Corporation)

located at Bedford, Massachusetts

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on April 22, 1976, by vote of

3,388,815 shares of Common Stock out of 4,130,865 shares outstanding,
(Class of Stock)

shares of out of shares outstanding, and
(Class of Stock)

shares of out of shares outstanding,
(Class of Stock)

being at least a majority of each class outstanding and entitled to vote thereon:¹

CROSS OUT

~~two-thirds of each class outstanding and entitled to vote thereon and~~

INAPPLICABLE

~~of each class or series of stock whose rights are adversely affected~~

CLAUSE

~~thereby.²~~

VOTED: That the Restated Articles of Organization of this Corporation are hereby amended to change the authorized capital stock of this Corporation from 6,000,000 shares of common stock, par value 16 2/3¢ per share, to 12,000,000 shares of common stock, par value 8 1/3¢ per share, and that each issued share of the common stock of this Corporation, par value 16 2/3¢ per share, is hereby changed into two shares of common stock, par value 8 1/3¢ per share.

¹For amendments adopted pursuant to Chapter 156B, Section 70.

²For amendments adopted pursuant to Chapter 156B, Section 71.

NOTE: Amendments for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets shall be on 8 1/2" wide x 11" high paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

, in the year 1976 .

President/Vice President

~~Clerk/Assistant - Clerk~~

20533

RECEIVED

APR 23 1976

CORPORATION DIVISION
SECRETARY'S OFFICE

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$3,000.⁰⁰
having been paid, said articles are deemed to have
been filed with me this 28th
day of April, 1976.

Paul Guzzi
John E. Beard

PAUL GUZZI

Secretary of the Commonwealth
State House, Boston, Mass.

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO:

John E. Beard, Esq.
Ropes & Gray
225 Franklin Street
Boston, Mass. 02110

428-6100

Copy Mailed

MAY 3 1976

The Commonwealth of Massachusetts

Secretary of the Commonwealth

One Ashburton Place
Boston, Mass. 02108

FEDERAL IDENTIFICATION
No. 2106412915

FEDERAL IDENTIFICATION
No. 042170233

ARTICLES OF

MERGER OF PARENT AND SUBSIDIARY CORPORATIONS

PURSUANT TO GENERAL LAWS, CHAPTER 156B, SECTION 82

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the meeting of the board of directors at which the merger is voted. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

* * * *

We, Geoffrey Nunes and Charleen L. Johnson ~~XXXXXXXXXX~~ President*/Vice President*
and CLERK*/Assistant Clerk* of Millipore Corporation
name of corporation

organized under the laws of Massachusetts and herein
called the parent corporation, do hereby certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporations are/is as follows:

Name	State of Organization	Date of Organization
Worthington Biochemical Corporation	Delaware	Dec. 24, 1969

2. That the parent corporation owns at least ninety per cent of the outstanding shares of each class of the stock of each subsidiary corporation to be merged into the parent corporation.

3. That in the case of each of the above-named corporations the laws of the state of its organization, if other than Massachusetts, permit the merger herein provided for and that all action required under the laws of each such state in connection with this merger has been duly taken. (If all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them, then Paragraph 3 may be deleted.)

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts these articles are to be signed by officers having corresponding powers and duties.

4. That at a meeting of the directors of the parent corporation held on November 10
1978, the following vote pursuant to subsection (a) of General Laws, Chapter 156B, Section 82,
was duly adopted:

RESOLVED: That it is advisable and in the best interests of Millipore Corporation to dissolve its wholly-owned subsidiary, Worthington Biochemical Corporation, by the merger of Worthington Biochemical Corporation into Millipore Corporation which shall be the surviving corporation and shall assume all of the subsidiary's obligations and liabilities.

RESOLVED: That the merger shall become effective on December 31, 1978.

RESOLVED: That the proper officers of this Corporation be and they hereby are directed to make and execute, deliver and file any and all documents and certificates required by law and to take such other action as may be necessary to carry out the purpose and intent of the foregoing resolutions.

NOTE: Votes for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets must have a left-hand margin 1 inch wide for binding. Only one side should be used.

5. The effective date of the merger as specified in the vote set out under Paragraph 4 is

December 31, 1978

6. (This Paragraph 6 may be deleted if the parent corporation is organized under the laws of Massachusetts.) The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any subsidiary corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by subsection (e) of General Laws, Chapter 156B, Section 82, so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

IN WITNESS WHEREOF and under the penalties of perjury we have hereto signed our names this

10th day of November, 1978

Edly Nune

~~PRESIDENT~~

Vice President*

Charles L. Johnson

~~CLERK~~

Assistant Clerk*

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts these articles are to be signed by officers having corresponding powers and duties.

RECEIVED

DEC - 4 1978

CORPORATION DIVISION

SECRETARY'S OFFICE
ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
(General Laws, Chapter 156B, Section 82)

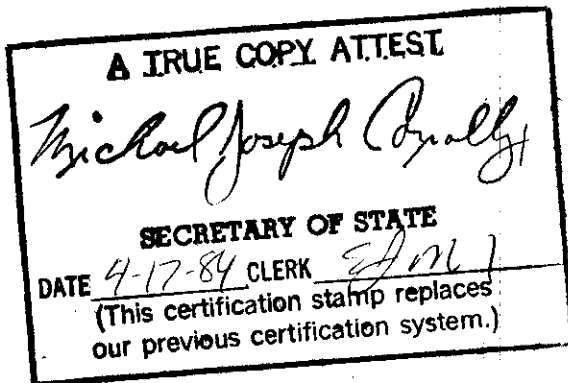
Effective Date December 31, 1978
26478
THE COMMONWEALTH OF MASSACHUSETTS

I hereby approve the within articles of merger of parent and subsidiary corporations and, the filing fee in the amount of \$ *101.00* having been paid, said articles are deemed to have been filed with me this *4th* day of *December*, 19 *78*.

Effective Date *12-31-78*

Paul J. Guzzi

Secretary of the Commonwealth
One Ashburton Place
Boston, Mass.



TO BE FILLED IN BY CORPORATION
Photo Copy of Articles of Merger To Be Sent

To: *C T Corporation System*
10 Post Office Square
Boston, MA 02109

Copy Mailed DEC 8 - 1978

5. The effective date of the merger as specified in the vote set out under Paragraph 4 is

December 31, 1978

6. (This Paragraph 6 may be deleted if the parent corporation is organized under the laws of Massachusetts.) The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any subsidiary corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by subsection (e) of General Laws, Chapter 156B, Section 82, so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

IN WITNESS WHEREOF and under the penalties of perjury we have hereto signed our names this

10th day of November, 1978

Colly Nune

~~PRESIDENT~~

Vice President*

Charles L. Johnson

~~CLERK~~

Assistant Clerk*

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts these articles are to be signed by officers having corresponding powers and duties.

The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

FEDERAL IDENTIFICATION

Secretary of the Commonwealth

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

NO. 04-2170233

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, Geoffrey N. Nunes
John E. Beard

, President/Vice President, and
, Clerk/Assistant Clerk of

Millipore Corporation

(Name of Corporation)

located at Ashby Road, Bedford, Massachusetts 01730

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on May 7, 1980, by vote of

7,411,249 shares of Common Stock out of 9,901,067 shares outstanding,
(Class of Stock)

shares of out of shares outstanding, and
(Class of Stock)

shares of out of shares outstanding,
(Class of Stock)

being at least a majority of each class outstanding and entitled to vote thereon:¹

CROSS OUT

~~two-thirds of each class outstanding and entitled to vote thereon and~~

INAPPLICABLE

~~of each class or series of stock whose rights are adversely affected~~

CLAUSE

~~thereby.~~¹For amendments adopted pursuant to Chapter 156B, Section 70.²For amendments adopted pursuant to Chapter 156B, Section 71.

NOTE: Amendments for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets shall be on 8½" wide x 11" high paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

FOR INCREASE IN CAPITAL FILL IN THE FOLLOWING:

The total amount of capital stock already authorized is

{	_____ shares preferred	}	with par value
	12,000,000 shares common		
{	_____ shares preferred	}	without par value
	_____ shares common		

The amount of additional capital stock authorized is

{	_____ shares preferred	}	with par value
	8,000,000 shares common		
{	_____ shares preferred	}	without par value
	_____ shares common		

VOTED: That there be and hereby are authorized the following amendments to the Articles of Organization of the Corporation, effecting changes and increases in the authorized capital stock of the Corporation:

1. The 12,000,000 authorized shares of Common Stock, \$.08 1/3 par value, shall be changed to 12,000,000 shares of Common Stock, \$1.00 par value, so that each authorized share of Common Stock, including each such share now outstanding, shall become one (1) share of Common Stock, \$1.00 par value.
2. After giving effect to the foregoing, the authorized capital stock of the Corporation shall be increased by 8,000,000 shares of Common Stock, \$1.00 par value, so that the total of the authorized shares of Common Stock, \$1.00 par value, shall be 20,000,000 shares.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this
7th day of May, in the year 1980

Colly Nue
John A. Sward

President/Vice President
Clerk/Assistant Clerk

30511

MAY 7 1980

SECRETARY OF STATE
COMMONWEALTH OF MASSACHUSETTS

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

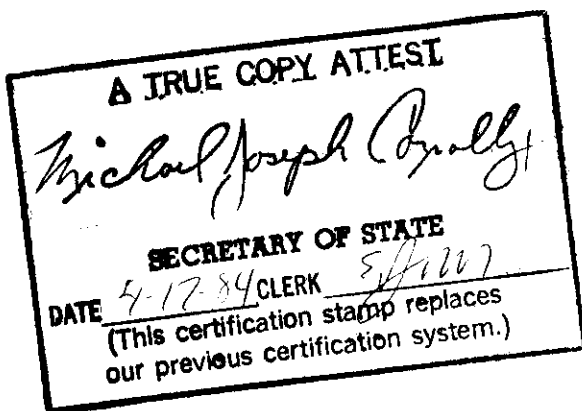
I hereby approve the within articles of amendment
and, the filing fee in the amount of \$ 4050.00
having been paid, said articles are deemed to have
been filed with me this 7th
day of May, 1980.

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY

Secretary of the Commonwealth

State House, Boston, Mass.



TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO:

.....Geoffrey N. Nunes, Esq.....
.....Millipore Corporation.....
.....Ashby Road.....
.....Bedford, Massachusetts 01730..

Telephone...617-275-9200.....

Copy Mailed 5-7-80