

# State of Idaho

## Department of State

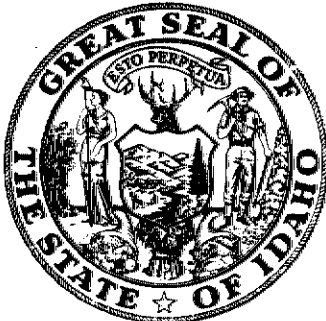
### CERTIFICATE OF INCORPORATION OF

MEASUREMENT TECHNOLOGIES, INC.  
File number C 117333

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 10, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

ARTICLES OF INCORPORATION

OF

DEC 6 1 00 PM '96  
SECRETARY OF STATE  
STATE OF IDAHO

MEASUREMENT TECHNOLOGIES, INC.

DEC 10 8 30 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

ARTICLE I  
Name

The name of this Corporation is MEASUREMENT TECHNOLOGIES, INC.

ARTICLE II  
Duration

This Corporation has perpetual existence.

ARTICLE III  
Purposes

The Corporation is organized for the purposes of business consulting and contracting, and for transacting any and all lawful business, trade or activity for which a corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV  
Shares

The total number of shares which the Corporation is authorized to issue is 10,000 shares of Common Stock of the Corporation. The shares will have no par value.

ARTICLE V  
No Preemptive Rights

Except as may otherwise be provided by the Board of Directors, no preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this Corporation.

ARTICLE VI  
No Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election has the right to vote in person or by proxy the number of shares held by such shareholder for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

IDAHO SECRETARY OF STATE

DATE 12/06/1996 0900 44572

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CK #: 1543 CUST# 72688

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EXPEDITE C 1@ 20.00= 20.00

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ARTICLE VII  
Registered Office and Agent

The name of the initial registered agent of the Corporation and the address of its initial registered office are as follows:

William J. Carmack  
240 S. Ridge  
Idaho Falls, ID 83402

ARTICLE VIII  
Directors

A. The number of directors of the Corporation shall be determined in the manner specified by the Bylaws and may be increased or decreased from time to time in the manner provided therein. The initial Board of Directors shall consist of one director and his name and mailing address is as follows:

William J. Carmack  
240 S. Ridge  
Idaho Falls, ID 83402

B. The term of the initial directors shall be until the first annual meeting of the shareholders or until their successors are elected and qualified, unless removed in accordance with the provisions of the Bylaws.

ARTICLE IX  
Incorporator

The name and address of the incorporator is as follows:

William J. Carmack  
240 S. Ridge  
Idaho Falls, ID 83402

ARTICLE X  
Indemnification of Officers and Directors

The Corporation may indemnify to the fullest permitted by law any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise and whether formal or informal (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the Corporation or a fiduciary with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. Director includes, unless the context requires otherwise, the estate or personal representative of a director. This Article shall not be deemed exclusive of any other provisions for indemnification of directors, officers and fiduciaries that may be included in any statute, bylaw, agreement, resolution of shareholders or directors or otherwise, both as to action in any official capacity and action in another capacity while holding office.

ARTICLE XI  
Elimination of Liability

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director; provided that this Article XI shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Idaho Business Corporation Act. No amendment to the Idaho Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

The undersigned natural person, of the age of eighteen years or more, as incorporator of this Corporation under the Idaho Business Corporation Act, adopts these Articles of Incorporation.

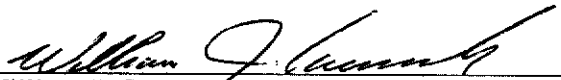
Dated: Dec 5, 1996.

  
\_\_\_\_\_  
William J. Carmack, Incorporator

## CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, William J. Carmack, hereby consent to serve as registered agent, in the State of Idaho, for the following corporation: Measurement Technologies, Inc. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer(s) of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

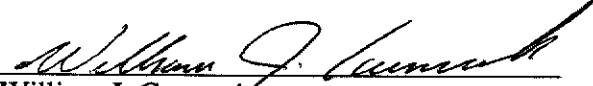
Dated: Dec 5, 1996.

  
\_\_\_\_\_  
William J. Carmack  
240 S. Ridge  
Idaho Falls, ID 83402


STATE OF IDAHO                     )  
  ) ss:  
COUNTY OF BONNEVILLE        )

William J. Carmack, being first duly sworn on oath deposes and says:

I am the incorporator of Measurement Technologies, Inc., have read the foregoing Articles of Incorporation, know the contents thereof and believe the same to be true.

  
\_\_\_\_\_  
William J. Carmack

SUBSCRIBED and SWORN to before me this 5th day of December, 1996.

  
\_\_\_\_\_  
Notary Public in and for the State  
of Idaho, residing at: Idaho Falls  
My commission expires: 10-13-99