



Prentice Hall Legal & Financial Services
 101 HAYS STREET, SUITE 505
 TALLAHASSEE, FL 32301

P950000165

CORPORATION(S) NAME

CHARTER NUMBER

QuantaChrome Corporation

FILED
 95 FEB -1 PM 1:33
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- | | |
|-----------------------------------------------------|----------------------------------------------------------------------|
| <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Name Reservation |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Other _____ |
| <input type="checkbox"/> Fictitious Business Name | <input checked="" type="checkbox"/> Profit/Articles of Incorporation |
| <input type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Foreign - Non-Profit | <input type="checkbox"/> Resignation of R.A., Off/Dir |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1 _____ |
| <input type="checkbox"/> Mir. Veh. _____ | <input type="checkbox"/> UCC/Filing 3 _____ |

file
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| <input checked="" type="checkbox"/> Certified Copy _____ | <input type="checkbox"/> CUS _____ |
| <input type="checkbox"/> Photocopy _____ | <input type="checkbox"/> Good Standing _____ |
| <input type="checkbox"/> Corporate Print-Out _____ | <input type="checkbox"/> R.A., Off/Dir Search _____ |
| <input type="checkbox"/> Fictitious/Owner Search _____ | |

Walk in () Call if Problem () Will Wait () Pick up 2/18
 DATE/TIME

FOR PRENTICE HALL'S USE ONLY

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BRANCH ORDERING: AB BY: Joy
 BRANCH RECEIVING: Tally BY: nmw
 REF/JOB # B34450-699704
 CLIENT MATTER # _____
 SAME DAY _____ 24 HR _____ ROUTINE _____
 VERBAL REQUESTED: YES OR NO
 DATE SENT: ___/___/___ MAIL FAX _____ FED EXP. _____
 FILED: ___/___/___
 SENT TO: BRANCH CLIENT _____
 SPECIAL INSTRUCTIONS: _____

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| CHECK # | _____ |
| ST./CTY/ FEES | <u>122.50</u> |
| CORR. FEE/ SPEC. HANDL. | _____ |
| MESSENGER | _____ |
| COPIES | _____ |
| FAX FEE | _____ |
| OTHER | <u>New York</u> |
| TOTAL | <u>122.50</u> |

ARTICLES OF INCORPORATION

OF

QUANTACHROME CORPORATION

FILED
95 FEB -7 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is QUANTACHROME CORPORATION.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 1900 Corporate Drive, Boynton Beach, FL 33426.

THIRD: The mailing address, wherever located, of the corporation is 1900 Corporate Drive, Boynton Beach, FL 33426.

FOURTH: The number of shares that the corporation is authorized to issue is two million (2,000,000), all of which are without par value and are of the same class and are to be common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 4786 Exeter Estate Lane, Lake Worth, FL 33467.

The name of the initial registered agent of the corporation at the said registered office is Seymour Lowell P.H.D.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

NAME

ADDRESS

Mark Anspacher

170 Washington Avenue
Albany, NY 12210

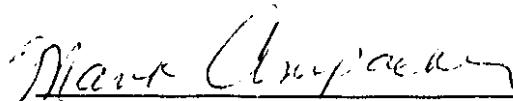
SEVENTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to act in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall insure to the benefit of the heirs, executors, and administrators of such a person.

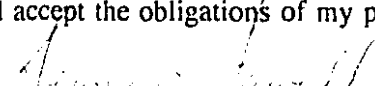
TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on January 6, 1995



Mark Anspacher, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
Seymour Lowell P.H.D.

Date: JAN 12, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000010165

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

QUANTACHROME CORPORATION, a New York corporation not authorized to
transact business in the state of Florida

INTO

QUANTACHROME CORPORATION, a Florida corporation, P95000010165.

File date: July 14, 1995

Corporate Specialist: Darlene Connell

05 JUN 29 11 21

LAW OFFICES OF
ZWICK, FRIEDMAN & GOLDBAUM, P.A.

The Plaza, Suite 801
5353 Town Center Road
Boca Raton, Florida 33486

(407) 395-5511
FAX (407) 368-9274

Andrew R. Friedman

P95000010165
June 26 1995

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Secretary of State
Corporations Section
James K. Polk Building
Suite 1800
Nashville, Tennessee 37243-0306

Attention Merger Section

RE: QUANTACHROME CORPORATION MERGER (N.Y INTO FL)

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Merger and Plan of Merger of Quantachrome Corporation, a New York corporation into Quantachrome Corporation, a Florida corporation. We are also enclosing our check in the amount of \$100.00 to cover the cost of filing same.

Kindly process the enclosed at your earliest convenience and return a copy of the filed Articles to the undersigned.

Thank you for your prompt attention to this matter. If you have any questions with regard to the above, feel free to call.

Very truly yours,



Andrew R. Friedman

ARF
cc: Alan I. Boockvar, Esq.
Encl.

Merger
7-21-95
ARF

95 JUL 14 AM 9:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MELVIN H. ANSELL
SECRETARY OF STATE

ARTICLES OF MERGER
OF
QUANTACHROME CORPORATION
(A NEW YORK CORPORATION)
INTO
QUANTACHROME CORPORATION
(A FLORIDA CORPORATION)

FILED
95 JUL 14 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign corporation and the domestic corporation herein named do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Quantachrome Corporation (the New York Corporation) with and into Quantachrome Corporation (the Florida Corporation), as unanimously approved by all of the Directors of both corporations, as signators of said annexed Plan of Merger.

2. The merger of Quantachrome Corporation (the New York Corporation) with and into Quantachrome Corporation (the Florida Corporation) is permitted by the laws of the jurisdiction of Quantachrome Corporation (the New York Corporation) and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Quantachrome Corporation (the New York Corporation) was February 6, 1995.

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As to Quantachrome Corporation (the Florida Corporation) the aforesaid Plan of Merger was adopted by the shareholders in accordance with the provisions of the Florida Business Corporation Act on February 6, 1995.

4. The effective time and date in the State of Florida of the merger herein provided for shall be 9:00 a.m. on *THE DATE OF FILING.* ~~DATE~~

Executed on February 6, 1995.

Quantachrome Corporation
(the New York Corporation)

By *Seymour Lowell*
SEYMOUR LOWELL
President

Quantachrome Corporation
(the Florida Corporation)

By *Seymour Lowell*
SEYMOUR LOWELL
President

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STATE OF TENNESSEE
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W. H. BARNWELL
SECRETARY OF STATE

PLAN OF MERGER OF

QUANTACHROME CORPORATION
(a New York Corporation)

INTO

QUANTACHROME CORPORATION
(a Florida Corporation)

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WILLIAM DANIELL
SECRETARY OF STATE

ARTICLE I

NAMES OF CONSTITUENT CORPORATIONS

1. The name of each constituent corporation is QUANTACHROME CORPORATION (a New York Corporation) and QUANTACHROME CORPORATION (a Florida Corporation). The name of neither constituent corporation has ever been changed.
2. The name of the surviving corporation is QUANTACHROME CORPORATION, and subsequent to the merger its name shall be QUANTACHROME CORPORATION.

ARTICLE II

SHARES OF CONSTITUENT CORPORATIONS

As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights are:

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W. W. BARNHILL
STATE

QUANTACHROME CORPORATION
(a New York Corporation)

| Outstanding Shares in Each Class and Series | | Classes and Series Entitled to Vote | Classes and Series Entitled to Vote as a Class |
|---------------------------------------------|-----------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| Designation | Number | | |
| COMMON STOCK - One Cent (.01) Par Value | 2,000,000 | ONLY ONE CLASS OF 2,000,000 SHARES OF COMMON STOCK - One Cent (.01) Par Value | ONLY ONE CLASS OF 2,000,000 SHARES OF COMMON STOCK - One Cent (.01) Par Value |

The number of such shares is not subject to change prior to the effective date of the merger.

QUANTACHROME CORPORATION
(a Florida Corporation)

| Outstanding Shares in Each Class and Series | | Classes and Series Entitled to Vote | Classes and Series Entitled to Vote as a Class |
|---------------------------------------------|-----------|-------------------------------------------------------------------|-------------------------------------------------------------------|
| Designation | Number | | |
| COMMON STOCK - No Par Value | 2,000,000 | ONLY ONE CLASS OF 2,000,000 SHARES OF COMMON STOCK - No Par Value | ONLY ONE CLASS OF 2,000,000 SHARES OF COMMON STOCK - No Par Value |

The number of such shares is not subject to change prior to the effective date of the merger.

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DANIEL O'NEILL
SECRETARY OF STATE

ARTICLE III

TERMS AND CONDITIONS OF PROPOSED MERGER

The terms and conditions of the proposed merger are as follows: QUANTACHROME CORPORATION (a New York Corporation) shall be merged into QUANTACHROME CORPORATION (a Florida Corporation), QUANTACHROME CORPORATION (the New York Corporation) shall cease and QUANTACHROME CORPORATION (the Florida Corporation) shall continue in existence as the Surviving Corporation. Shares of the Surviving Florida Corporation shall be issued in the same quantity and to the same shareholders as the quantity and shareholders of the New York Corporation that ceases to exist.

ARTICLE IV

BY-LAWS AND ANNUAL MEETING OF SURVIVING CORPORATION

The By-Laws of the Surviving Corporation, as they exist on the effective date of the merger, shall be and remain the By-laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein. The first annual meeting of the shareholders of the Company held after the date when the merger becomes effective, shall be the annual meeting provided or to be provided by the By-Laws thereof for the year 1995.

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M. J. SWANWELL
SECRETARY OF STATE

ARTICLE V

MEETING OF THE BOARD OF DIRECTORS; OFFICERS

The first meeting of the Board of Directors of the Surviving Corporation to be held after the date when the merger shall become effective may be called or may convene in the manner provided in the By-Laws of the Surviving Corporation and may be held at the time and place specified in the notice of the meeting. All persons who shall be officers of the Surviving Corporation on the effective date of the merger shall be and remain in the same respective offices until the board of directors of the Surviving Corporation shall elect or appoint their successors.

ARTICLE VI

MANNER AND BASIS OF CONVERTING SHARES OF THE CONSTITUENT CORPORATIONS INTO SHARES OF THE SURVIVING CORPORATION

The manner and basis of converting shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

1. Each share of QUANTACHROME CORPORATION (the New York Corporation) outstanding on the effective date of the merger and all rights in respect thereto shall, forthwith upon such effective date, be converted into, and become exchanged for the same number of shares of the Surviving Corporation, and each holder of the shares of QUANTACHROME CORPORATION (the New York Corporation) shall thereafter be entitled, upon presentation for

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surrender to the Surviving Corporation or its agent, of the certificate or certificates representing the fully-paid and non-assessable shares of the Surviving Corporation to which such holder shall be entitled upon the aforesaid basis of conversion and exchange.

2. Any shares of any class of QUANTACHROME CORPORATION (the New York Corporation) held in its treasury on the effective date of the merger will be canceled.

ARTICLE VII

MISCELLANEOUS PROVISIONS

1. **Adoption by Shareholders.** This plan shall be submitted to the respective shareholders of the Constituent Corporations as provided by law for the adoption thereof by the requisite votes of the shareholders of each of the Constituent Corporations as provided by law, all in accordance with the Business Corporation Law of the State of New York.

2. **Effect of Merger.** When a certificate of merger shall have been filed by the Department of State, as required by the Business Corporation Law of the State of New York, the separate existence of QUANTACHROME CORPORATION (the New York Corporation) shall cease and said corporation shall be merged in accordance with the provisions of this plan into QUANTACHROME CORPORATION (the Florida Corporation), which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges,

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SECRETARY OF STATE

immunities, powers and purposes of each of the Constituent Corporations, and all the property, real and personal including subscriptions for shares, causes of action and every other asset of each of the Constituent Corporations, shall vest in such Surviving Corporation without further act or deed, except that if the Surviving Corporation shall at any time deem it desirable that any further assignment or assurance shall be given to fully accomplish the purposes of this merger, the directors and officers of either Constituent Corporation shall do all things necessary, including the execution of any and all relevant documents, to properly effectuate the merger; the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any shareholder, officer or director thereof, shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either Constituent Corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either Constituent Corporation.

3. **Abandonment of Merger.** If, at any time prior to the effective date hereof, events or circumstances occur, which in the opinion of a majority of the board of directors of either

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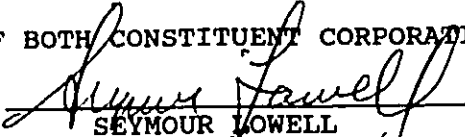
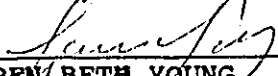
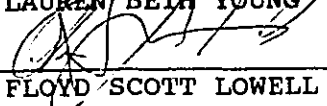
Constituent Corporation, renders it inadvisable to consummate the merger, this plan of merger shall not become effective even though previously adopted by the shareholders of the Constituent Corporations as hereinbefore provided. The filing of the merger shall conclusively establish that no action to terminate this plan has been taken by the board of directors of either Constituent Corporation.

4. **Expenses of Merger.** The Surviving Corporation shall pay all the expenses of carrying this plan into effect and of accomplishing the merger.

5. **Counterparts.** For the convenience of the parties and to facilitate approval of this plan, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

The foregoing plan has been unanimously approved by all of the shareholders and directors of both of Constituent Corporations as evidenced below, effective *ON THE DATE OF FILING.*

SHAREHOLDERS OF BOTH CONSTITUENT CORPORATIONS:


SEYMOUR LOWELL

LAUREN BETH YOUNG

FLOYD SCOTT LOWELL

as Trustees under a Trust Agreement dated April 8, 1993.

Estelle Belsky

ESTELLE BELSKY

Barbara Vanefsky

BARBARA VANEFSKY

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WILLIAM LOWELL
SECRETARY OF STATE

Shari Herling

SHARI HERLING

Bari Herling

BARI HERLING

Lisa Vanefsky

LISA VANEFSKY

Marc Vanefsky

MARC VANEFSKY

Jeffrey Vanefsky

JEFFREY VANEFSKY

Lynne Herling

LYNE HERLING

Beth Herling

BETH HERLING

DIRECTORS OF BOTH CONSTITUENT CORPORATIONS:

Seymour Lowell

SEYMOUR LOWELL

F. Scott Lowell

F. SCOTT LOWELL

Herbert Herling

HERBERT HERLING

Estelle Belsky

ESTELLE BELSKY