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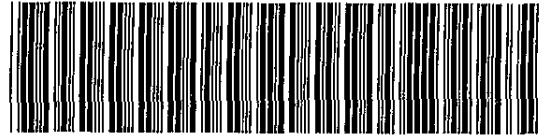
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ACCOUNT NO. : 072100000032
 REFERENCE : 835126 7299429
 AUTHORIZATION : *Patricia P. [Signature]*
 COST LIMIT : \$ 70.00

ORDER DATE : November 26, 2002
 ORDER TIME : 9:33 AM
 ORDER NO. : 835126-005
 CUSTOMER NO: 7299429
 CUSTOMER: Ms. Delores Leone
 Keithley Instruments, Inc.
 28775 Aurora Road
 Solon, OH 44139

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: KEITHLEY INSTRUMENTS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. KEITHLEY INSTRUMENTS, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. OHIO 3. 34-0794417
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/01/1955 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 28775 AURORA ROAD, SOLON, OH 44139
(Principal office address)

(Current mailing address)

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Mark J. Plush
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MARK J. PLUSH, V. PRES. / CFO
(Typed or printed name and capacity of person signing application)

KEITHLEY INSTRUMENTS, INC.
28775 AURORA ROAD
SOLON, OHIO 44139
FIN 34-0794417

CORPORATE OFFICERS

Joseph P. Keithley	President & CEO	28775 Aurora Road Solon, OH 44139
Mark J. Plush	Vice President and Chief Financial Officer	28775 Aurora Road Solon, OH 44139
John M. Gherlein	Secretary	28775 Aurora Road Solon, OH 44139
Philip R. Etsler	Vice President Human Resources	28775 Aurora Road Solon, OH 44139
David H. Patricy	Vice President Corporate Planning & Development	28775 Aurora Road Solon, OH 44139
John Pesec	Vice President Worldwide Sales	28775 Aurora Road Solon, OH 44139
Gabriel A. Rosica	Executive Vice President	28775 Aurora Road Solon, OH 44139

(officers)
11/02

KEITHLEY INSTRUMENTS, INC.
28775 AURORA ROAD
SOLON, OHIO 44139
FIN 34-0794417

Directors

Joseph P. Keithley	—	28775 Aurora Road Solon, OH 44139
Brian R. Bachman	—	28775 Aurora Road Solon, OH 44139
James T. Bartlett		28775 Aurora Road Solon, OH 44139
James B. Griswold		28775 Aurora Road Solon, OH 44139
Leon J. Hendrix, Jr.	—	28775 Aurora Road Solon, OH 44139
William J. Hudson		28775 Aurora Road Solon, OH 44139
N. Mohan Reddy	—	28775 Aurora Road Solon, OH 44139
R. Elton White	—	28775 Aurora Road Solon, OH 44139

(officers)
04/02

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show KEITHLEY INSTRUMENTS, INC., an Ohio corporation, Charter No. 249998, having its principal location in Solon, County of Cuyahoga, was incorporated on September 27, 1955 and is currently in GOOD STANDING upon the records of this office.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 26th day of November, A.D. 2002

J. Kenneth Blackwell

Ohio Secretary of State