

FOSS NIRSystems

P 33277

FOSS

August 14, 2000

Attn: Anna Chestnut
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Chestnut:

I am writing in regards to an amendment filed to change the name of Perstorp Analytical, Inc. to Foss NIRSystems. In February of 1999 an amendment and a check for \$35 was sent to the Division of Corporations. The check was cashed but the corporate name was not changed. Enclosed you will find a copy of the amendment, the canceled check and a certificate of name change from the State of Delaware Office of the Secretary State. I was told that although the certificate of name change is dated March 14, 2000 it would be acceptable. I enclosed all of the information requested in our phone conversation. Therefore, please process the amendment to change the name of Perstorp Analytical, Inc. to Foss NirSystems, Inc.

If you have questions or need more information I can be reached at (301) 680-7328. Thank you for your help in resolving this matter.

Regards,

Anna Tang-Kwok

Anna Tang-Kwok
Senior Accountant

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Foss NIRSystems, Inc.
12101 Tech Road
Silver Spring, MD 20904
USA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PERSTORP ANALYTICAL, INC.", CHANGING ITS NAME FROM "PERSTORP ANALYTICAL, INC." TO "FOSS NIRSYSTEMS, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MAY, A.D. 1997, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0313636

DATE: 03-14-00

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PERSTORP ANALYTICAL INC.

Perstorp Analytical Inc., a corporation organized and existing under and by virtue of the general corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST. That the Board of Directors of said corporation, at a meeting duly convened and held, adopted the following resolution:

RESOLVED that the Board of Directors hereby declares it advisable and in the best interest of the Company that Article FIRST of the Certificate of Incorporation be amended to read as follows:

FIRST: The name of this corporation shall be:

Foss NIRSystems, Inc.

SECOND. That the said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the general Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, SAID CORPORATION HAS caused this Certificate to be signed by Donald R. Webster, its President, this second day of May A.D. 1997.

PERSTORP ANALYTICAL INC.

By 

Donald R. Webster, President