

P 94 0000 23490



ACCOUNT NO. : 072100000032

REFERENCE : 940393 4335360

AUTHORIZATION :

COST LIMIT : \$ 70.00

STATE OF FLORIDA
TALLAHASSEE

00 DEC 21 PM 4:09

FILED

ORDER DATE : December 20, 2000

ORDER TIME : 1:39 PM

ORDER NO. : 940393-015

400003510684--4

CUSTOMER NO: 4335360

CUSTOMER: Carla Charlton, Esq
Reed Smith Shaw & McClay LLP
435 Sixth Avenue

Pittsburgh, PA 15219

ARTICLES OF MERGER

BALZERS PROCESS SYSTEMS, INC.

INTO

EFFECTIVE DATE

UNAXIS USA, INC.

01-01-01

merger
12-21-00
nts

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

00 DEC 21 PM 2:21

RECEIVED

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

BLAZERS PROCESS SYSTEMS, INC., a Delaware corporation not qualified in
Florida

INTO

UNAXIS USA INC., a Florida entity, P94000023490.

File date: December 21, 2000 , effective January 1, 2001

Corporate Specialist: Doug Spitler

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER
OF
BALZERS PROCESS SYSTEMS, INC.
(a Delaware corporation)

AND

UNAXIS USA, INC.
(a Florida corporation)

EFFECTIVE DATE

01-01-01

To the Secretary of State
State of Florida

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

1. Annexed hereto and made a part hereof is the Plan and Agreement of Merger for merging Balzers Process Systems, Inc., a Delaware corporation, with and into Unaxis USA, Inc., a Florida corporation.

2. The merger of Balzers Process Systems, Inc., with and into Unaxis USA, Inc., is permitted by the laws of the jurisdiction of organization of Balzers Process Systems, Inc., and is in compliance with said laws. The date of adoption of the Plan and Agreement of Merger by the sole shareholder of Balzers Process Systems, Inc., was December 8, 2000.

3. The approval by the shareholders of Unaxis USA, Inc. was not required. The board of directors of Unaxis USA, Inc., approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on December 8, 2000.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m., E.S.T., on January 1, 2001.

FILED

00 DEC 21 PM 4:09

DEPT. OF STATE
TALLAHASSEE, FLORIDA

Executed on December 18th, 2000.

BALZERS PROCESS SYSTEMS, INC.

By: Connie Q. Kysor
Name: Connie Kysor
Title: Treasurer and Chief Financial Officer

UNAXIS USA, INC.

By: Stacy Wagner
Name: Stacy Wagner
Title: Chief Financial Officer
and Vice-President

PLAN AND AGREEMENT OF MERGER adopted for Balzers Process Systems, Inc., a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on December 8, 2000, and adopted for Unaxis USA, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 8, 2000. The names of the corporations planning to merge are Balzers Process Systems, Inc., a business corporation organized under the laws of the State of Delaware, and Unaxis USA, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Balzers Process Systems, Inc., plans to merge is Unaxis USA, Inc.

1. Balzers Process Systems, Inc., and Unaxis USA, Inc., shall, pursuant to the provisions of the laws of the State of Delaware and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Unaxis USA, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Balzers Process Systems, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. Attached hereto and made a part hereof is a copy of the Articles of Incorporation of the surviving corporation as the same shall be in force and effect in the State of Florida at the effective time and date of the merger herein provided for. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation, at the effective time and date of merger, shall not be converted in any manner, but each said share which is issued as of the effective time of the merger shall be surrendered and extinguished. The issued shares of the surviving corporation, whose sole shareholder, Unaxis USA Holding Inc., a Delaware corporation, is also the sole shareholder of the non-surviving corporation, shall not be converted

or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, including, but not limited to, the submission of the Plan and Agreement of Merger to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Delaware General Corporation Law.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with provisions of the Delaware General Corporation Law, and in the event that the Plan of Merger shall have been approved in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

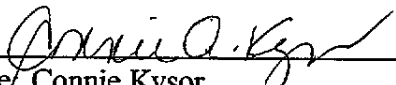
9. The effective time and date of the merger herein provided for shall be 12:01 a.m., E.S.T., January 1, 2001.

10. The surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the non-surviving corporation, as well as for enforcement of any obligation of the surviving corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the non-surviving corporation as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

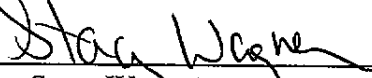
Unaxis USA, Inc.
10050 16th St. North
St. Petersburg, Florida 33716

Executed this 18th day of December, 2000.

BALZERS PROCESS SYSTEMS, INC.

By: 
Name: Connie Kysor
Title: Treasurer and Chief Financial Officer

UNAXIS USA, INC.

By: 
Name: Stacy Wagner
Title: Chief Financial Officer
and Vice-President

ACKNOWLEDGEMENT

On this, the 12 day of December, 2000, before me, a Notary Public and the undersigned officer, personally appeared Connie Kysor, known to me to be the Treasurer and Chief Financial Officer of Balzers Process Systems, Inc., a Delaware corporation, and she, as such officer, being authorized to do so, acknowledged and executed the foregoing instrument for the purposes therein contained by signing on behalf of the corporation by herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

JANICE CONTI, Notary Public
My Commission Expires August 18, 2004

Janice Conti
Notary Public

[Notary Seal]

My commission expires:

ACKNOWLEDGMENT


On this, the 12 day of December, 2000, before me, a Notary Public and the undersigned officer, personally appeared Stacy Wagner, known to me to be the Chief Financial Officer and Vice-President of Unaxis USA, Inc., a Florida corporation, and she, as such officer, being authorized to do so, acknowledged and executed the foregoing instrument for the purposes therein contained by signing on behalf of the corporation by herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Tracy A Dooley
Notary Public

[Notary Seal]

My commission expires:

 Tracy A Dooley
My Commission CC850849
Expires June 30, 2008

CERTIFICATE OF SECRETARY OF BALZERS PROCESS SYSTEMS, INC.

The undersigned, being the Secretary of Balzers Process Systems, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the sole shareholder of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: Dec 19, 2000

By: Rudolph S. Houck

Name: Rudolph S. Houck

Title: Secretary

ARTICLES OF INCORPORATION
OF
PLASMA-THERM REINCORPORATION, INC.

FILED
94 MAR 28 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Plasma-Therm Reincorporation, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

PLASMA-THERM REINCORPORATION, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

9509 International Court
St. Petersburg, Florida 33716

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. CAPITAL STOCK

The stock of the corporation shall be 12,000,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 9509 International Court, St. Petersburg, Florida 33716, and the name of the corporation's initial registered agent at that address is Ronald H. Deferrari.

ARTICLE VII. BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than two or more than twelve. A director shall hold office for a term of one year until the annual meeting for the year in which his term expires and until his successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification, or removal from office.

Any or all of the directors of this corporation may be removed from office for cause by the shareholders of this corporation at any annual or special meeting of shareholders by the affirmative vote of a majority of the outstanding shares of Common Stock of this corporation. Notice of any such annual or special meeting of shareholders shall state that the removal of a director or directors for cause is among the purposes of the meeting. Directors may not be removed by the shareholders without cause.

Newly created directorships resulting from any increase in the number of directors or any vacancy on the Board of Directors resulting from death, resignation, disqualification, removal, or other cause shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum, or by a sole remaining director, or, if not filled by the directors, by the shareholders. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors at meetings of shareholders.

Nominations of persons for election to the Board of Directors of this corporation may be made at a meeting of shareholders by or at the direction of: (a) the Board of Directors; (b) by any nominating committee or person appointed by the Board; or (c) by any shareholder of this corporation entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this Article VII.

Nominations by shareholders shall be made pursuant to timely notice in writing to the Secretary of this corporation. To be timely, a shareholder's notice must be delivered to, or mailed and received at, the principal executive offices of this corporation not less than 60 days prior to the date of the meeting at which the director(s) are to be elected, regardless of any postponements, deferrals, or adjournments of that meeting to a later date. However, if less than 70 days' notice or prior public disclosure of the date of the scheduled meeting is given or made, notice by the shareholder, to be timely, must be so delivered or received not later than the close of business on the tenth day following the earlier of the day on which notice was given or such public disclosure was made.

A shareholder's notice to the Secretary shall set forth (a) as to each person that the shareholder proposes to nominate for election or reelection a director, (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class and number of shares of capital stock of this corporation which are beneficially owned by the person and (iv) any other information relating to the person that is required to be disclosed in solicitations for proxies for election of directors pursuant to Schedule 14A under the Securities Exchange Act of 1934, as amended; and (b) as to the shareholder giving the notice (i) the name and address as they appear on this corporation's books, of the shareholder and (ii) the class and number of shares of this corporation's stock that are beneficially owned by the shareholder on the date of such shareholder notice. This corporation may require any proposed nominee to furnish such other information as may reasonably be required by this corporation to determine the eligibility of such proposed nominee to serve as a director of this corporation.

The presiding officer of the meeting shall determine and declare at the meeting whether the nomination was made in accordance with the terms of this Article VII. If the presiding officer determines that a nomination was not made in accordance with the terms of this Article VII, he shall so declare at the meeting and any such defective nomination shall be disregarded.

The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Ronald H. Deferrari	9509 International Court St. Petersburg, Florida 33716
A. S. Gianoplus	9509 International Court St. Petersburg, Florida 33716

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Diana Deferrari	9509 International Court St. Petersburg, Florida 33716

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins

ARTICLE IX. SHAREHOLDER MEETINGS

At an annual meeting of shareholders, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been brought before the annual meeting (a) by, or at the direction of, the Board of Directors, or (b) by any shareholder of this corporation who complies with the notice procedures set forth in this Article IX and the requirements of Rule 14a-8 under the Securities Exchange Act of 1934.

For a proposal to be properly brought before an annual meeting by a shareholder, the shareholder must have given timely notice thereof in writing to the Secretary of this corporation. To be timely, a shareholder's notice must be delivered to, or mailed and received at, the principal executive offices of this corporation not less than 60 days prior to the scheduled annual meeting, regardless of any postponements, deferrals, or adjournments of that meeting to a later date; however, if less than 70 days' notice or prior public disclosure of the date of the scheduled annual meeting is given or made, notice by the shareholder, to be timely, must be so delivered or received not later than the close of business on the tenth day following the earlier of the day on which such notice of the date of the scheduled annual meeting was given or the day on which such public disclosure was made.

A shareholder's notice to the Secretary shall set forth as to each matter the shareholder proposes to bring before the annual meeting (a) a brief description of the proposal desired to be brought before the annual meeting

and the reasons for conducting such business at the annual meeting, (b) the name and address, as they appear on this corporation's books, of the shareholder proposing such business and any other shareholders known by such shareholder to be supporting such proposal, (c) the class and number of shares of this corporation's stock that are beneficially owned by the shareholder on the date of such shareholder notice and by any other shareholders known by such shareholder to be supporting such proposal on the date of such shareholder notice, and (d) any financial interest of the shareholder in such proposal.

The presiding officer of the annual meeting shall determine and declare at the annual meeting whether the shareholder proposal was made in accordance with the terms of this Article IX. If the presiding officer determines that a shareholder proposal was not made in accordance with the terms of this Article IX, he shall so declare at the annual meeting and any such proposal shall not be acted upon at the annual meeting.

This provision shall not prevent the consideration and approval or disapproval at the annual meeting of reports of officers, directors, and committees of the Board of Directors, but in connection with such reports, no new business shall be acted upon at such annual meeting unless stated, filed, and received as herein provided.

Special meetings of the shareholders of this corporation for any purpose or purposes may be called at any time by (a) the Board of Directors; (b) the Chairman of the Board of Directors (if one is so appointed); (c) the President of this corporation; or (d) by holders of not less than 20% of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting, if such shareholders sign, date and deliver to this corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Special meetings of the shareholders of this corporation may not be called by any other person or persons.

At any special meeting of shareholders, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been set forth in the notice of such special meeting.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation. Notwithstanding any contained in these Articles of Incorporation to the contrary, the affirmative vote of at least 66-2/3% of the outstanding shares of Common Stock of this corporation shall be required to amend or repeal Articles VII, IX, or XI of these Articles of Incorporation or to adopt any provision inconsistent therewith.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 25th day of March, 1994.


Diana Deferrari, Incorporator

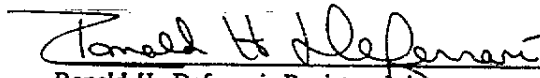
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Plasma-Therm Reincorporation, Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 9509 International Court, St. Petersburg, Florida 33716, has named Ronald H. Deferrari as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.


Ronald H. Deferrari, Registered Agent

TPA-184745

FILED
94 MAR 28 PM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT NO. 1
OF THE ARTICLES OF INCORPORATION OF
PLASMA-THERM REINCORPORATION, INC.

FILED

1994 MAY -6 PM 2:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1002 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Plasma-Therm Reincorporation, Inc. (the "Corporation"), are hereby amended according to these Articles of Amendment:


FIRST: The name of the Corporation is Plasma-Therm Reincorporation, Inc.

SECOND: Article I of the Articles of Incorporation is amended in its entirety to read as follows:

"The name of the Corporation is Plasma-Therm, Inc."

THIRD: The foregoing amendment was adopted by written consent of the shareholders and directors of the Corporation, constituting a sufficient number of votes for the amendment to be approved in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on May 3, 1994.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument as of the 3rd day of May, 1994.


Ronald H. Deferrari, President

FROM

((H00000035329 2))) (WED) 7 5:00 13:07/ST. 13:05/NO. 4863333185 P 3

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PLASMA-THERM, INC.

FILED
00 JUL -5 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, Plasma-Therm, Inc., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

ARTICLE I
Name

The name of the Corporation is **Unaxis USA Inc.**

SECOND: The foregoing amendment to the Corporation's Articles of Incorporation were adopted and approved by the Board of Directors of the Corporation by written consent effective as of June 29th, 2000, and the number of votes cast for the amendment were sufficient for approval.

THIRD: The foregoing amendment to the Corporation's Articles of Incorporation was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

FOURTH: The foregoing amendment to the Corporation's Articles of Incorporation will become effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Amendment are dated and have been executed this 29th day of June, 2000.

PLASMA-THERM, INC.


Stacy L. Wagner, Chief Financial Officer

Matthew J. Foster, Esquire
Florida Bar # 382991
Foster & Lardner
10 N. Tampa St., Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

((H00000035329 2)))

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
PLASMA-THERM, INC.**

Plasma-Therm, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Amendment to the existing Articles of Incorporation, as amended previously, being effected hereby is the addition of the following new paragraph to Article IX dealing generally with shareholder meetings:

Any action required or permitted to be taken at any annual or special meeting of shareholders of this corporation may be taken only upon the vote of such shareholders at an annual or special meeting duly called, and may not be taken by written consent of such shareholders without a meeting.

2. This Amendment to the Articles of Incorporation was approved by a majority vote of the stockholders, on the 30th day of April, 1996, and such vote of the stockholders was sufficient for approval of this Amendment.

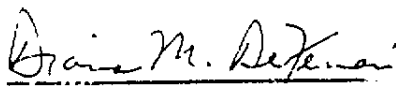
3. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of the State of Florida, all required taxes and fees having been paid.

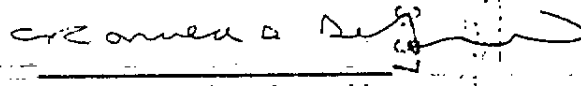
IN WITNESS WHEREOF, Plasma-Therm, Inc. has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President and Secretary this 3rd day of May, 1996.

ATTEST:

PLASMA-THERM, INC.

(CORPORATE SEAL)


Diana M. DeFerrari, Secretary


Ronald S. Deferrari, President

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
PLASMA-THERM, INC.

FILED
1995 JUN 15 PM 5:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Plasma-Therm, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Amendment to the existing Articles of Incorporation being effected hereby is to delete Article V. of the Articles of Incorporation and substitute in its place the following:

ARTICLE V. CAPITAL STOCK

The stock of the corporation shall be 25,000,000 shares of common stock, with a par value of \$.01 per share.

2. This Amendment to the Articles of Incorporation was approved by a majority vote of the stockholders, on the 25th day of April, 1995, and such vote of the stockholders was sufficient for approval of this Amendment.

3. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of the State of Florida, all required taxes and fees having been paid.

IN WITNESS WHEREOF, Plasma-Therm, Inc. has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President and Secretary this 13th day of June, 1995.

ATTEST:

PLASMA-THERM, INC.

(CORPORATE SEAL)


Diana M. DeFerrari, Secretary


Ronald H. Deferrari, President