

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the **CERTIFICATE OF AMENDMENT - CORPORATION**

for

GSI LUNONICS CORPORATION

ID NUMBER: 047949

received by facsimile transmission on March 30, 1999 is hereby endorsed
Filed on March 30, 1999 by the Administrator.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 30th day of March, 1999.



Julia Croll

, Director

Corporation, Securities and Land Development Bureau

Sent by Facsimile Transmission 00133

0250

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES - CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU		
File Number		(FOR BUREAU USE ONLY)
Name: Timothy A. Demachroder Bedman, Langley & Dahling LLP		EFFECTIVE DATE:
Address: 110 Miller, Suite 300		
City	State	
Ann Arbor, MI 48104		

Document will be returned to the name and address you enter above.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
 For use by Domestic Profit and Nonprofit Corporations
 (Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 182, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: Lumonics Corporation
2. The identification number assigned by the Bureau is: 047-242
3. The location of its registered office is: 18778 Massena Road, Livonia, MICHIGAN 48152-1918
<small>Street Address</small> <small>(City)</small> <small>(ZIP Code)</small>

4. Article 1 of the Articles of Incorporation is hereby amended to read as follows: The name of the corporation is: GSI Lumonics Corporation
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5. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)

The foregoing amendment to the Articles of Incorporation were duly adopted on the ___ day of _____, 19___, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, 19___

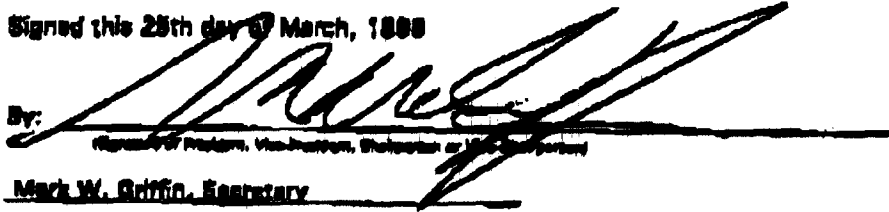
_____ SIGNATURE	_____ SIGNATURE
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

6. For profit corporations, and for nonprofit corporations whose articles state the corporation is organized on a stock or on a membership basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on 25th day of March 1999, by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- at a meeting. The necessary votes were cast in favor of the amendment.
- by written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- by written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.
- by the board of a profit corporation pursuant to Section 511(2).

Signed this 25th day of March, 1999

By: 
(Name of President, Vice-President, Secretary or Treasurer)
 Mark W. Griffin, Secretary
(Type or Print Name and Title)