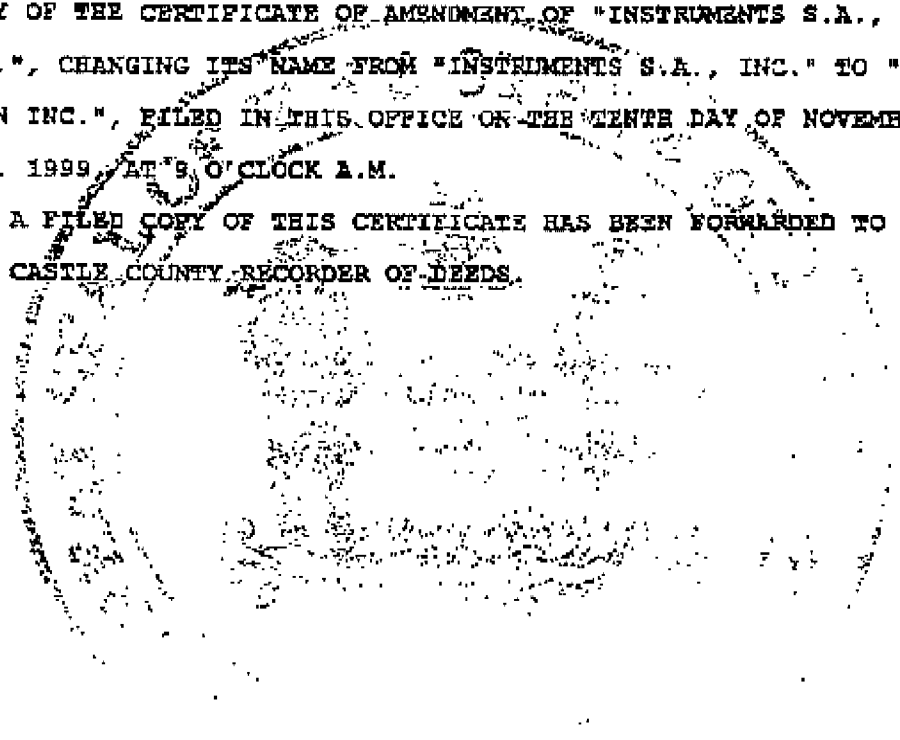


State of Delaware
Office of the Secretary of State

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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 "INSTRUMENTS S.A., INC.", CHANGING ITS NAME FROM "INSTRUMENTS S.A., INC." TO "JOBIN YVON INC.", FILED IN THIS OFFICE ON THE TWENTH DAY OF NOVEMBER, A.D. 1999 AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION

DATE:

11-12-99