



101854845

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):
 Edmund Industrial Optics, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State of New Jersey
 Additional name(s) of conveying party(ies) attached?
 yes no

2. Name and address of receiving party(ies)
 Name: Edmund Optics, Inc.
 Internal Address: _____
 Street Address: 101 East Gloucester Pike
 City: Barrington, New Jersey 08007

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: September 12, 2000

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State of New Jersey

4. Application number(s) or registration number(s):
 If this document is being filed with a new application, the execution date of the application is: _____
 A. Trademark Application No.(s) B. Trademark Registration No.(s) 552,553
 Additional numbers attached: yes no

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: HOWSON AND HOWSON
 Internal Address: _____
 Street Address: Box 457
One Spring House Corporate Center
 City: Spring House State: PA Zip: 19477

6. Total number of applications and Trademarks involved:..... 1
 7. Total fee (37 CFR 3.41).....40.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number:
08-3040
 (Attach duplicate copy of this page if paying by deposit account)

Do not use this space

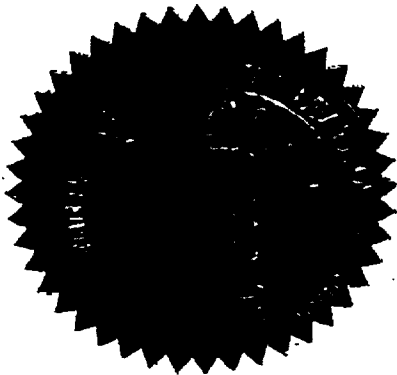
9. Statement and signature
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
 George A. Smith, Jr. September 17, 2001
 Name of Person Signing Signature Date
 Total number of pages, including cover sheet, attachments, and document: _

**STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)**

EDMUND OPTICS, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate Of Incorporation and Name Change,
Merger
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
22nd day of February, 2001*



*Peter R Lawrence
Acting State Treasurer*



New Jersey Department of State
Division of Commercial Recording
Certificate of Incorporation, Profit

FILED

C-100 Rev. 7/92

(Title 14A:2-7 New Jersey Business Corporation Act
For Use by Domestic Profit Corporations)

DEC 22 1998

James A. DiStasio, Jr.
State Treasurer

This is to Certify that, there is hereby organized a corporation under and by virtue of the statute of the New Jersey Statutes.

- 1. Name of Corporation: EDMUND SCIENTIFIC HOLDING COMPANY.
- 2. The purpose for which this corporation is organized is (are) to engage in any activity within the purposes for which corporations may be organized under NJSA 14A 1-1 et seq:

- 3. Registered Agent: D.A. Holtz, Esquire
- 4. Registered Office: 101 East Gloucester Pike
Barrington, New Jersey 08007

- 5. The aggregate number of shares which the corporation shall have authority to issue is:
200,000 Shares
- 6. If applicable, set forth the designation of each class and series of shares, the number in each, and a statement of the relative rights, preferences and limitations,

See attachment

- 7. If applicable, set forth a statement of any authority vested in the board to divide the shares into classes or series or both and to determine or change their designation number, relative rights, preferences and limitations.

See attachment

- 8. The first Board of Directors shall consist of _____ Directors (minimum of one).
- | Name | Street Address | City | State | Zip |
|------|----------------|------|-------|-----|
|------|----------------|------|-------|-----|

See attachment

- 9. Name and Address of Incorporator(s):
- | Name | Street Address | City | State | Zip |
|------------|--------------------|------------|-------|-------|
| D.A. Holtz | 4 Broadacres Court | Moorestown | NJ | 08057 |

- 10. The duration of the corporation is: Perpetual

- 11. Other provisions:

- 12. Effective Date (Not to exceed 90 days from date of filing): January 1, 1999

In Witness whereof, each individual incorporator being over eighteen years of age has signed this certificate, or if the Incorporator is a corporation has caused this Certificate to be signed by its duly authorized officers this 15th day of December 19 98.

Signature: 0100766736

Signature: D.A. HOLTZ

Signature: (N. J. - 1995 - 5/24/94)

Signature:

Certificate of Incorporation, Profit

6. and 7. Authorized Shares. The total number of shares of interest which the Corporation is authorized to issue is 200,000, of which 100,000 shares shall be preferred shares, no par value ("Preferred Shares"), and 100,000 shares shall be common shares, no par value (stated value \$100 per share) ("Common Shares").

Common Shares.

(a) Dividend Rights. Subject to the preferential dividend rights of the Preferred Shares, if any, as may be determined by the Board of Directors, the holders of Common Shares shall be entitled to receive such dividends as may be declared by the Board of Directors.

(b) Rights Upon Liquidation. Subject to the preferential rights of the Preferred Shares, if any, as may be determined by the Board of Directors, in the event of any voluntary or involuntary liquidation, dissolution or winding up of, or any distribution of the assets of, the Corporation, each holder of Common Shares shall be entitled to receive, ratably with each other holder of Common Shares, that portion of the assets of the Corporation available for distribution to the holders of Common Shares that bears the same relation to the total amount of such assets of the Trust as the number of Common Shares held by such holder bears to the total number of Common Shares then outstanding.

(c) Voting Rights. The holders of the Common Shares shall be entitled to vote on all matters (for which a common shareholder shall be entitled to vote thereon) at all meetings of the Shareholders of the Corporation, and shall be entitled to one vote for each Common Share entitled to vote at such meeting, voting together with the holders of the Preferred Shares who are entitled to vote (except as otherwise may be determined by the Board of Directors).

Preferred Shares. With respect to the Preferred Shares, the board of Directors shall have the power from time to time (a) to classify or reclassify, in one or more series, any unissued Preferred Shares and (b) to reclassify any unissued shares of any series of Preferred Shares, in the case of either (a) or (b) by setting or changing the number of shares constituting such series and the designation, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of such shares and, in such event, the Corporation shall file for record with the New Jersey Department of State articles supplementary to Articles of Incorporation in such substance and form as prescribed by the New Jersey Business Corporation Law.

Dividends or Distributions. The Directors may from time to time declare and cause the Corporation to pay to Shareholders such dividends or distributions in cash, property or other assets of the Corporation or in Securities of the Corporation or from any other source as the Directors in their discretion shall determine; The exercise of the powers and rights of the Directors pursuant to this section shall be subject to the provisions of any class or series of Shares at the time outstanding. The receipt by any Person in whose name any Shares are registered on the records of the Corporation or by his duly authorized agent shall be a sufficient discharge for all dividends or distributions payable or deliverable in respect of such Shares and from all liability to see to the application thereof.

General Nature of Shares. All Shares shall be personal property entitling the Shareholders only to those rights provided in these Articles of Incorporation or in the resolution creating any class or series of Shares. The legal ownership of the property of the Corporation and the right to conduct the business of the Corporation are vested exclusively in the Directors; the Shareholders shall have no interest therein other than beneficial interest in the Corporation conferred by their Shares and shall have no right to compel any partition, division, dividend or distribution of the Corporation or any of the property of the Corporation. The death of a Shareholder shall not terminate the Corporation or give his legal representative any rights against other Shareholders, the Directors or the Corporation, except the right, exercised in accordance with applicable provisions of the Bylaws, to receive a new certificate for Shares in exchange for the certificate held by the deceased Shareholder. Holders of Shares shall not have any preemptive right to subscribe to any securities of the Corporation.

dah\edmund\certinco.2at

Certificate of Incorporation, Profit

8. Robert Edmund
310 Bridgeboro Road
Moorestown, NJ 08057
- Norman Edmund
615 Royal Plaza Drive
Fort Lauderdale FLA 33301
- Joan Husted
134 Lakeview Drive
Media PA 19063
- Alex Husted
134 Lakeview Drive
Media PA 19063
- Gary L. Geisler
6864 Engle Road
Cleveland, OH 44130
- Robert Breault
6400 E. Grant Road, Suite #350
Tucson, AZ 85715
- Thomas A. Cellucci, Ph.D.
84 Cummings Park
Woburn, MA 01801

CERTIFICATE OF AMMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
EDMUND SCIENTIFIC HOLDING COMPANY

CGN
FILED

To: DEPARTMENT OF THE TREASURY
Division of Revenue
State of New Jersey

DEC 28 1998

James A. DiIorio, Jr.
State Treasurer

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is

EDMUND SCIENTIFIC HOLDING COMPANY

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on August 3, 1998

RESOLVED, That paragraph FIRST of the Certificate of Incorporation be amended in part to read as follows:

"1. Name of Corporation:

EDMUND SCIENTIFIC COMPANY, INC."

3. Adoption was by unanimous written consent without a meeting in accordance with Section 14A:5-6, Corporations, General of the New Jersey Statutes.

Dated this 21st day of December, 1998.

EDMUND SCIENTIFIC HOLDING COMPANY
BY 
Robert M. Edmund, President

0100766736

MRG
FILED

DEC 23 1998

James A. DiIenerio, Jr.
State Treasurer

CERTIFICATE OF MERGER

OF

EDMUND SCIENTIFIC CO.

06 0600 1984

INTO

EDMUND SCIENTIFIC HOLDING COMPANY

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of Title 14A:10-7 and Title 42:1-49 of the Revised Statutes of New Jersey, the undersigned hereby executes the following Certificate of Merger.

1. **EDMUND SCIENTIFIC CO.**, a limited partnership organized and existing under the laws of the State of New Jersey (the "Merging Party") and owning all of the outstanding shares of each class and series of **EDMUND SCIENTIFIC HOLDING COMPANY**, a corporation organized and existing under the laws of the State of New Jersey (the "Surviving Corporation"), hereby agrees to merge into that Surviving Corporation.

2. The address of the registered office of the Surviving Corporation is 101 East Gloucester Pike, Barrington, New Jersey 08007, and the name of its registered agent at such address is Robert M. Edmund.

3. The total authorized capital stock of the Surviving Corporation is as follows:

0100766736

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	100,000	No Par Value (\$ 100 stated value)
Preferred	100,000	No Par Value

4. The attached Agreement and Plan of Merger was approved by all of the Partners of the Merging Party and the sole shareholder of the Surviving Corporation on August 4, 1998.

5. A copy of that Agreement is on file at the principal offices of the Surviving Corporation, 101 East Gloucester Pike, Barrington, New Jersey 08007, and will be furnished, on request and without charge, to any partner of the Merging Party or any person holding an interest in the Surviving Corporation.



6. The number of outstanding shares of each class and series of the Surviving Corporation and the number of such shares of each class and series owned by the Merging Party is as follows:

<u>Class</u>	<u>Number of Shares</u>	
	<u>Outstanding</u>	<u>Owned by Merging Party</u>
Common	One (1)	One (1)



7. The effective date of the merger is January 1, 1999.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be executed in its name by its President and Secretary and the undersigned limited partnership has caused this Certificate of Merger to be executed in its name by its General Partner.

**EDMUND SCIENTIFIC HOLDING
COMPANY**

By:  
Robert Edmund, President

EDMUND SCIENTIFIC CO.

By:  
Robert Edmund, General Partner

D:\edmund\reorgan\merger cert

AGREEMENT AND PLAN OF MERGER

FIRST: EDMUND SCIENTIFIC COMPANY, a limited partnership organized under the laws of the State of New Jersey (the "Merging Party"), shall merge with and into EDMUND SCIENTIFIC HOLDING COMPANY, a corporation organized under the laws of the State of New Jersey (the "Surviving Corporation"). The name of the surviving corporation shall be EDMUND SCIENTIFIC HOLDING COMPANY

SECOND: This Agreement of Merger was executed by all of the general and limited partners of the Merging Party and the Merging Party as the owner of all of the issued and outstanding shares of capital stock of the Surviving Corporation. A copy of this Agreement is on file at the principal offices of the Surviving Corporation, 101 East Gloucester Pike, Barrington, New Jersey 08057, and will be furnished, on request and without charge, to any partner of the Merging Party or any person holding an interest in the Surviving Corporation.

THIRD: The presently outstanding general and limited partnership interests in the Merging Party shall be exchanged for shares of Common Stock of the Surviving Corporation at the rate of one share for each One Hundred Dollars (\$100.00) of partnership interest. Fractional shares shall not be issued but the partner shall receive cash in lieu of a fractional share.

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to such Certificate of Incorporation because of the merger.

FIFTH: The by-laws of the Surviving Corporation shall be the by-laws of the corporation surviving the merger.


SIXTH: The directors and officers of the Surviving Corporation shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SEVENTH: The effective date of this merger shall be January 1, 1999.

EIGHTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

[SIGNATURES BEGIN ON FOLLOWING PAGE]

HOLDING
EDMUND SCIENTIFIC COMPANY


By Robert Edmund, President

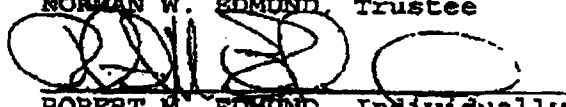
EDMUND SCIENTIFIC COMPANY

General Partners

Witness:




NORMAN W. EDMUND, Trustee


ROBERT M. EDMUND, Individually
and as Trustee

[SIGNATURES CONTINUED ON FOLLOWING PAGE]

Jonathan Goddard

Limited Partners

Pauline A. Edmund
PAULINE A. EDMUND, Trustee

WILLIAM WILLIAMS, Trustee

JOAN E. HUSTED

A. Gwynne Edmund
A. GWYNNE EDMUND

Nicole A. Edmund
NICOLE A. EDMUND

RACHEL HUSTED

Marissa A. Edmund
MARISSA A. EDMUND

A. Gwynne Edmund
A. GWYNNE EDMUND, Trustee

ALEX HUSTED

Dated: _____, 1998

D:\OLTT\DOCUMENT\EDMUND\REORGANIZATION\MEROPLAN.DOC

Limited Partners

Jerome Snow
WITNESS

PAULINE A. EDMUND, Trustee

Wm. Williams
WILLIAM WILLIAMS, Trustee

JOAN E. HUSTED

A. GWYNNE EDMUND

NICOLE A. EDMUND


RACHEL HUSTED

MARISSA A. EDMUND

Limited Partners

PAULINE A. EDMUND, Trustee

WILLIAM WILLIAMS, Trustee



JEAN E. HUSTED

A. GWYNNE EDMUND

NICOLE A. EDMUND

RACHEL HUSTED

MARISSA A. EDMUND

Limited Partners

PAULINE A. EDMUND, Trustee

WILLIAM WILLIAMS, Trustee

JOAN E. HUSTED

A. GWYNNE EDMUND

NICOLE A. EDMUND

Rachel Husted
RACHEL HUSTED

MARISSA A. EDMUND

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
EDMUND SCIENTIFIC COMPANY, INC.**

CGN

FILED
AUG 18 2000
State Treasurer
Roland Machold

To: Department of the Treasury
Division of Revenue
State of New Jersey

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is Edmund Scientific Company, Inc.;
2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the Corporation on August 14, 2000:

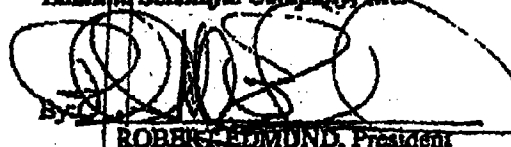
"RESOLVED, That paragraph FIRST of the Certificate of Incorporation be amended to read as follows:

"FIRST: The name of the corporation is Edmund Industrial Optics, Inc.

3. Adoption was by unanimous written consent without a meeting in accordance with Section 14A:5-6, Corporations, General of the New Jersey Statutes.

Dated this 15th day of August, 2000.

Edmund Scientific Company, Inc.

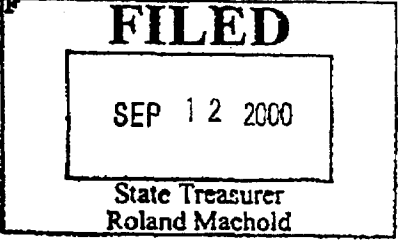

By: **ROBERT EDMUND, President**

0100766736

S830972
J1571869

CGN

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
EDMUND INDUSTRIAL OPTICS, INC.



To: DEPARTMENT OF THE TREASURY
Division of Revenue
State of New Jersey

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is

EDMUND INDUSTRIAL OPTICS, INC.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on September 12, 2000.

RESOLVED, That Paragraph FIRST of the Certificate of Incorporation be amended in part to read as follows:

"FIRST: The name of the corporation is:

EDMUND OPTICS, INC."

3. Adoption was by unanimous written consent without a meeting in accordance with Section 14A:5-6, Corporations, General of the New Jersey Statutes.

Dated this 12th day of September, 2000

EDMUND INDUSTRIAL OPTICS, INC.

BY Robert Edmund, President

S 840767
J 1592403

0100766736