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Form PTO-1594 (Rev. 03/01)  
 OMB No. 0651-0027 (exp. 5/31/2002)  
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J.S. DEPARTMENT OF COMMERCE  
 U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):  
**Inframetrics, Inc.**

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
 Name: **FLIR Systems-Boston, Inc.**  
 Internal  
 Address: \_\_\_\_\_  
 Street Address: **16 Esquire Road**  
 City: **No. Billerica** State: **MA** Zip: **01862**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: **August 13, 1999**

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
**2007063, 1949199, 2307819**

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: **Jean M. Maxwell**  
**Trademark Legal Assistant Coordinator**  
 Internal Address: \_\_\_\_\_  
 \_\_\_\_\_  
**Palmer & Dodge LLP**  
 Street Address: **111 Huntington Avenue**  
 \_\_\_\_\_  
 City: **Boston** State: **MA** Zip: **02199**

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41).....\$ **90.00**  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(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.*

**Jean M. Maxwell**      **July 9, 2002**  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: **6**

OFFICE OF PUBLIC RECORDS  
2002 JUL -9 AM 11:18  
FINANCE SECTION

07/11/2002  
01 FC:481  
02 FC:482

40.00 DP  
30.00 DP

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patent & Trademarks, Box Assignments  
 Washington, D.C. 20231

FEDERAL IDENTIFICATION  
NO. 04-3147100  
Fee: \$100.00  
000612980

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

021  
I

## AMENDED FOREIGN CORPORATION CERTIFICATE (General Laws, Chapter 181, Section 4)

We, Jay Teich, \*President / \*Vice President,  
and Marie Cote, \*Clerk / \*Assistant Clerk or Secretary / \*Asst. Secretary,  
of Inframetrics, Inc.  
*(Exact name of corporation)*

In compliance with the provisions of General Laws, Chapter 181, Section 4, certify that:

- The name of the corporation has been changed to:  
FLIR Systems-Boston, Inc.
- The location of its principal office has been changed to:
- The location of its local office in the Commonwealth of Massachusetts has been changed to:
- The activities of the corporation within the Commonwealth of Massachusetts have been changed to:
- The date of the corporation's fiscal year end has been changed to:
- The name and street address of the resident agent of the corporation in the Commonwealth of Massachusetts is:
- The jurisdiction under the laws of which the corporation is organized or governed has been changed to:
- Other:

SIGNED UNDER THE PENALTIES OF PERJURY, this 12<sup>th</sup> day of November, 19 99.

Jay Teich, \*President / \*Vice President,

Marie Cote, \*Clerk / \*Assistant Clerk or \*Secretary / \*Asst. Secretary.

*Delete the inapplicable words.  
Note: If this amendment involves a change of name or jurisdiction, a certificate of such change issued by an officer or agency properly authorized in the state or country in which such foreign corporation is organized must be attached to this amended certificate. If such certificate is in a language other than English, a translation thereof under the oath of the translator must be attached.*

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revised

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□  
□  
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P.C.

State of Delaware  
Office of the Secretary of State

PAGE 1

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 "INFRAMETRICS, INC.", CHANGING ITS NAME FROM "INFRAMETRICS, INC." TO "FLIR SYSTEMS-BOSTON, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF AUGUST, A.D. 1999, AT 10 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:

9920730

DATE:

08-13-99

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**SECOND CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
INFRAMETRICS, INC.**

Inframetrics, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. The name of the corporation is Inframetrics, Inc.
2. An Amended and Restated Certificate of Incorporation of the Corporation was filed on October 3, 1996, and a Certificate of Amendment of Amended and Restated Certificate of Incorporation was filed on March 31, 1998, with the Delaware Secretary of State.
3. Article I of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended to read, in its entirety, as follows:

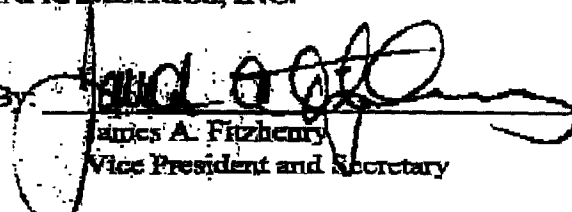
**ARTICLE I**

The name of the Corporation is FLIR Systems-Boston, Inc.

4. This Second Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Corporation was adopted on July 26, 1999, pursuant to Section 242 of the General Corporation Law of the State of Delaware by the written consent of the Directors and the Stockholders of all outstanding shares of common stock of the Corporation pursuant to Section 228 of the General Corporation Law of the State of Delaware.

DATED: July 26, 1999.

INFRAMETRICS, INC.

By:   
James A. Fitzhenry  
Vice President and Secretary

SECOND CERTIFICATE OF AMENDMENT

48398/1/BMFW050581-0015

**JOINT UNANIMOUS WRITTEN CONSENT  
OF  
BOARD OF DIRECTORS AND SOLE SHAREHOLDER  
OF  
FLIR SYSTEMS-BOSTON, INC.**

The undersigned, constituting all of the members of the Board of Directors and the sole shareholder of FLIR Systems-Boston, Inc., a Delaware corporation (the "Company"), hereby unanimously agree to take the following actions and to adopt the following resolutions, in lieu of an annual meeting:

**Election of Directors.**

- 1. RESOLVED, that the sole shareholder hereby elects the following persons to the Board of Directors to serve until the next annual meeting of shareholders or until successors are duly elected and qualified:

Earl Lewis  
Dan Manidakos

**Election of Officers.**

- 2. RESOLVED, that the following persons are hereby elected to the offices set opposite their names, to serve at the pleasure of the Board of Directors until successors are duly elected and qualified:

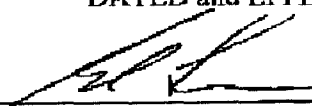
Earl Lewis	President
James A. Fitzhenry	Vice President and Secretary
Steve Bailey	Vice President and Chief Financial Officer

**Ratification of all Actions Taken by Board of Directors and Officers**

- 3. RESOLVED, that the Board of Directors hereby ratifies, confirms and approves all actions taken by the officers of the Company from the date of the last annual meeting through the date hereof; and
- 4. FURTHER RESOLVED, that the sole shareholder of the Company hereby ratifies, confirms and approves all actions taken by the directors of the Company from the date of the last annual meeting through the date hereof.

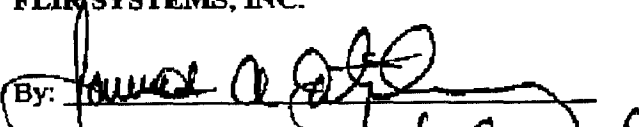
This Joint Unanimous Written Consent may be executed in one or more counterparts. Any one or more counterparts may be a facsimile copy. All executed counterparts shall together constitute one instrument.

DATED and EFFECTIVE as of the 2<sup>nd</sup> day of November, 2000.

  
\_\_\_\_\_  
Earl Lewis, Director

  
\_\_\_\_\_  
Dan Manidakos, Director

SOLE SHAREHOLDER:  
FLIR SYSTEMS, INC.

By:   
\_\_\_\_\_  
Title: SVP AND GENERAL COUNSEL

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THE COMMONWEALTH OF MASSACHUSETTS

AMENDED FOREIGN CORPORATION CERTIFICATE  
(General Laws, Chapter 181, Section 4)

I hereby approve the within Amended Foreign Corporation Certificate and, the filing fee in the amount of \$ 100.00 having been paid, said certificate is deemed to have been filed with me this 15<sup>th</sup> day of November 1999.

SECRETARY OF THE  
COMMONWEALTH  
99 NOV 15 AM 9:30  
CORPORATION DIVISION

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Telephone: \_\_\_\_\_