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

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| 1. Name of conveying party(ies): Roper Acquisition, Inc. Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 2. Name and address of receiving party(ies): Name: Princeton Instruments, Inc. Address: 3660 Quakerbridge Raod City Trenton State New Jersey ZIP 08619 Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>May 16, 1997</u> | |

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| 4(a). Patent Application No.(s): If this document is being filed together with a new application, the execution date of the application is: _____ Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 4(b). Patent No.(s): 5,483,091 and 5,432,335 and 5,821,547 |
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| 5. Name and address of party to whom correspondence concerning document should be mailed: Name: Gregory T. Gronholm, Esq. Address: JONES & ASKEW, LLP 2400 Monarch Tower 3424 Peachtree Road, N.E. Atlanta, Georgia 30326 | 6. Total number of applications and patents involved: 3 7. Total fee (37 CFR 3.41) enclosed: \$ 120.00 |
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DO NOT USE THIS SPACE

8. *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.

I certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents & Trademarks, Washington, DC 20231, on the date given below.

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|--|---------------|------------------------|
| <u>Gregory T. Gronholm</u> Name of Person Signing | Signature | <u>6/14/99</u> Date |
|--|---------------|------------------------|

Attorney Docket No: **18536-6009** Total number of pages including cover sheet: **5**

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks
Box Assignments
Washington, DC 20231

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State of Delaware

Office of the Secretary of State

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 "ROPER ACQUISITION, INC.", CHANGING ITS NAME FROM "ROPER ACQUISITION, INC." TO "PRINCETON INSTRUMENTS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MAY, A.D. 1997, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8471564

DATE: 05-19-97

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
ROPER ACQUISITION, INC.

ROPER ACQUISITION, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of its members, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation.

RESOLVED, that the Certificate of Incorporation of the Corporation is hereby amended by deleting Article First in its entirety and substituting the following in lieu thereof:

"FIRST: The name of the corporation is: Princeton Instruments, Inc. (the "Corporation")."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, by written consent of the sole stockholder of the Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware, the sole stockholder voted in favor of the amendment to the Certificate of Incorporation.

THIRD: This amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed and attested by its duly authorized officers, this 11th day of May, 1997.

ROPER ACQUISITION, INC.

By: *Will Crocker*
Name: W. WILL CROCKER
Title: VICE PRESIDENT

ATTEST:

Shanler D. Cronk
Shanler D. Cronk,
Assistant Secretary

[CORPORATE SEAL]

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