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

1. Name of conveying party(ies):
Photometrics, Ltd.
Princeton Instruments, Inc.
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: **Roper Scientific, Inc.**
Address: **3440 E. Britannia**

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: May 13, 1998

City **Tuscan State Arizona** ZIP **85076**
Additional name(s) & address(es) attached? Yes No

4(a). Patent Application No.(s):

4(b). Patent No.(s): 5,134,275; 5,134,680; 5,142,557; 5,252,850;
5,393,931; 5,386,230; 5,371,470; 5,338,948; 5,594,520;
5,515,329; 5,493,332; 5,774,214; 5,760,974; 5,729,336;
5,818,571; 5,483,091; 5,432,335; 5,821,547

If this document is being filed together with a new application, the execution date of the application is: _____

Additional numbers attached? Yes No

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: **17**

7. Total fee (37 CFR 3.41) enclosed: **\$ 720.00**

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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Gregory T. Gronholm

Name of Person Signing

Signature

Date

6/19/99

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

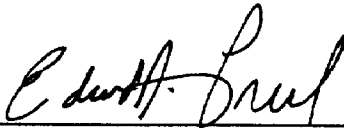
State of Delaware
Office of the Secretary of State PAGE 1

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 MERGER, WHICH MERGES:

"PHOTOMETRICS, LTD.", A DELAWARE CORPORATION,

WITH AND INTO "PRINCETON INSTRUMENTS, INC." UNDER THE NAME OF "ROPER SCIENTIFIC, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 9774887

DATE: 05-28-99

PATENT
REEL: 010024 FRAME: 0218

CERTIFICATE OF MERGER

OF

PHOTOMETRICS, LTD.
(a Delaware corporation)

WITH AND INTO

PRINCETON INSTRUMENTS, INC.
(a Delaware corporation)

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, it is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) Photometrics, Ltd., which is incorporated under the laws of the State of Delaware; and
 - (ii) Princeton Instruments, Inc., which is incorporated under the laws of the State of Delaware.
2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified is Princeton Instruments, Inc. (the "Surviving Corporation"), which will continue its existence as the Surviving Corporation.
4. The Certificate of Incorporation of the Surviving Corporation shall be amended as of the effective time of the merger such that the first article of the Certificate of Incorporation of Princeton Instruments, Inc. shall be deleted in its entirety and the following substituted in lieu thereof:

"FIRST: The name of the corporation is Roper Scientific, Inc. (the "Corporation")."
5. With the exception of the name change of the Surviving Corporation to Roper Scientific, Inc., the Certificate of Incorporation of the Surviving Corporation shall continue to be the Certificate of Incorporation of the Surviving Corporation

until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.


6. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the Surviving Corporation, the address of which is as follows:

3440 E. Britannia
Tucson, Arizona 85076

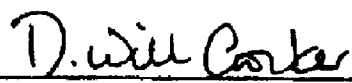
7. A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as
of this 13th day of May, 1998.

PRINCETON INSTRUMENTS, INC.

By: 
Name: Martin S. Headley
Title: Vice President

PHOTOMETRICS, LTD.

By: 
Name: N. Will Crocker
Title: President

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