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Correspondent Name and Address	Area Code and Telephone Number	412-562-1632
Name Lynn J. Alstadt		
Address (line 1) Buchanan Ingersoll, F	P.C.	
Address (line 2) 301 Grant Street, 201	h Floor	
Address (line 3) Pittsburgh, PA 15219		
Address (line 4)		
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	Authorization to charge additional fees:	Yes X No
Statement and Signature		
To the best of my knowledge and attached copy is a true copy of the indicated herein.	d belief, the foregoing information is true original document. Charges to dep	ue and correct and any osit account are authorized, as
Lynn J. Alstadt Name of Person Signing	Signature	July 7, 2002 Date

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT

COPIES OF ALL DOCUMENTS ON FILE OF "MONITOR LABS INCORPORATED"

AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SECOND DAY OF OCTOBER, A.D. 1993, AT 12:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "LABS ACQUISITION, INC." TO "MONITOR LABS INCORPORATED", FILED THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1993, AT 2 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE FIFTEENTH DAY OF DECEMBER, A.D. 1998, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

CERTIFICATE OF CORRECTION, FILED THE TWENTIETH DAY OF APRIL,
A.D. 1999, AT 6 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF

Edward J. Freel, Secretary of State

AUTHENTICATION:

0348033

001159594

8100H

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DATE:

03-29-00

State of Delaware

PAGE 2

Office of the Secretary of State

THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.



Edward J. Freel, Secretary of State

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AUTHENTICATION:

0348033

DATE:

03-29-00

CERTIFICATE OF INCORPORATION

OF

LABS ACQUISITION, INC.

FIRST: The name of the Corporation is LABS ACQUISITION, INC.

SECOND: The Corporation's registered office in the State of Delaware is at Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business of the Corporation and its purpose is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

FIFTH: The name and mailing address of the incorporator is as follows:

Thomas Mueller c/o Debevoise & Plimpton 875 Third Avenue New York, New York 10022

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for the purpose of creating, defining, limiting and regulating the powers of the Corporation and its directors and stockholders:

(a) The number of directors of the Corporation shall be fixed and may be altered from time to time in the manner provided in the By-Laws, and vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled, and directors may be removed, as provided in the By-Laws.

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

LABS ACQUISITION, INC.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware

LABS ACQUISITION, INC., a corporation organized under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies as follows:

- 1. The name of the Corporation is LABS ACQUISITION, INC.
- 2. The Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware on October 22, 1993.
- 3. Article FIRST of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"FIRST: The name of the Corporation is Monitor Labs Incorporated."

4. The amendment set forth was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, the Board of Directors and the stockholder of the Corporation.

10857295

IN WITNESS WHEREOF, I, the undersigned, being the the President of the Corporation, for the purpose of amending the Certificate of Incorporation of the Corporation pursuant to section 242 of the General Corporation LAV of the State of Delaware, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand, this

16 Ke day of November, 1993.

C.N. MCCATERY

Attested: L. Your Klox-

12-15-98

CERTIFICATE OF MERGER

OF

UNITED SCIENCES, INC.

INTO

MONITOR LABS INCORPORATED

Dated November 30, 1998

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, 8 Del. C., § 101, et seq. (the "GCL"),

DOES HEREBY CERTIFY:

FIRST: That the name and state of domicile of each of the constituent corporations of the merger are as follows:

Name

State of Incorporation

United Sciences, Inc.
Monitor Labs Incorporated

Pennsylvania Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 252 of the GCL.

THIRD: That the name of the surviving corporation of the merger is Monitor Labs, Incorporated.

FOURTH: That the certificate of incorporation of Monitor Labs Incorporated, the surviving corporation, shall be the certificate of incorporation of the surviving corporation.

FIFTH: That the merger of United Sciences, Inc. into Monitor Labs Incorporated shall be effective on December 31, 1998.

SIXTH: That Monitor Labs Incorporated, a Delaware corporation, shall be the surviving corporation and the authorized capital stock of each of the constituent corporations is as follows:

02-16436.01

CERTIFICATE OF CORRECTION FILED TO CORRECT A CERTAIN ERROR IN THE CERTIFICATE OF MERGER OF

UNITED SCIENCES, INC. INTO MONITOR LABS INCORPORATED FILED IN THE OFFICE OF THE SECRETARY OF STATE OF DELAWARE ON DECEMBER 15, 1998

Monitor Labs Incorporated, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY

- 1. The name of the corporation is Monitor Labs Incorporated.
- 2. That a Certificate of Merger of United Sciences, Inc. into Monitor Labs Incorporated (the "Certificate") was filed with the Secretary of State of Delaware on December 15, 1998 and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
 - 3. The inaccuracy or defect of said Certificate to be corrected is as follows:

The respective Boards of Directors of Monitor Labs, Incorporated and United Sciences, Inc. have determined that it is in the best interests of both corporations at this time to declare said merger null and void *ab initio* and of no force or effect. Accordingly, the merger as set forth in the Certificate is hereby declared null and void *ab initio* and of no force or effect.

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CERTIFICATE OF MERGER

OF

UNITED SCIENCES, INC.

INTO

MONITOR LABS INCORPORATED

Dated December 17, 1999

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, 8 Del. C., § 101, et seq. (the "GCL"),

DOES HEREBY CERTIFY:

FIRST: That the name and state of domicile of each of the constituent corporations of the merger are as follows:

Name

State of Incorporation

United Sciences, Inc.
Monitor Labs Incorporated

Pennsylvania Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 252 of the GCL.

THIRD: That the name of the surviving corporation of the merger is Monitor Labs, Incorporated.

FOURTH: That the certificate of incorporation of Monitor Labs Incorporated, the surviving corporation, shall be the certificate of incorporation of the surviving corporation.

FIFTH: That the merger of United Sciences, Inc. into Monitor Labs Incorporated shall be effective on December 31, 1999.

SIXTH: That Monitor Labs Incorporated, a Delaware corporation, shall be the surviving corporation and the authorized capital stock of each of the constituent corporations is as follows:

02-16436.01

Name

Authorized Capital Stock

United Sciences, Inc.

1,000 shares \$1.00 par value

common stock

Monitor Labs. Incorporated

1,000 shares \$.01 par value

common stock

SEVENTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 76 Inverness Drive East, Englewood, Colorado 80112.

EIGHTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder or member of any constituent entity.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of the date first written above.

MONITOR LABS INCORPORATED

Name Scott Harrison

Title President

3

02-16436.01

CERTIFICATION

I hereby certify that the Certificate of Merger of United Sciences, Inc. into Monitor

Labs Incorporated is a true and exact copy of the original Certificate of Merger.

Date

Vicki Cremonese

Notary Public

Notarial Seal Vicki Cremonese, Notary Public Pittsburgh, Allegheny County My Commission Expires Feb. 8, 2003

Member, Pennsylvania Association of Notaries