

05-14-2003

SHEET



102447812

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

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

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

Execution Date: May 29, 1998

5-12-03

2. Name and address of receiving party(ies)
 Name: Veeco Instruments Inc.
 Internal Address:
 Street Address: 100 Sunnyside Blvd.
 City: Woodbury State: NY ZIP: 11797
 Additional name(s) & address(es) attached? Yes No

OFFICE OF RECORDS
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FINANCE SECTION

4. Application number(s) or patent number(s):
 If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)
 Additional numbers attached? Yes No

B. Patent No.(s)
5,229,606; 5,266,801; 5,415,027

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Kurt L. Grossman
 Internal Address: WOOD, HERRON & EVANS, L.L.P.
 Street Address: 2700 Carew Tower
 441 Vine Street
 City: Cincinnati State: OH ZIP:45202

6. Total number of applications and patents involved: 3

7. Total fee (37 CFR 3.41):.....\$ 120.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 25-3000
 (Attach duplicate copy of this page if paying by deposit account)

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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.

Kurt L. Grossman _____ April 29, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet: 3

OMR No. 0651-0011 (exp. 4/99)

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Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
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05/13/2003 EDCOPER 00000037 5229606
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CERTIFICATE OF MERGER

OF

DIGITAL INSTRUMENTS, INC.
(a California corporation)

INTO

VEECO INSTRUMENTS INC.
(a Delaware corporation)

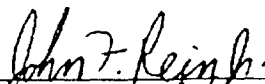
The undersigned corporation hereby certifies as follows:

1. The names of the constituent corporations are Veeco Instruments Inc., a Delaware corporation ("Veeco"), and Digital Instruments, Inc., a California corporation (the "Company"). The authorized capital stock of the Company consists of 100,000 shares of common stock, no par value.
2. The Agreement and Plan of Merger (the "Agreement and Plan of Merger") among Veeco and the Company and the Company's securityholders has been approved, adopted, certified, executed and acknowledged by Veeco and the Company in accordance with Section 252(c) of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation (the "Surviving Corporation") is Veeco Instruments Inc., a Delaware corporation.
4. The Restated Certificate of Incorporation of Veeco immediately preceding the merger shall constitute the Restated Certificate of Incorporation of the Surviving Corporation.
5. The executed Agreement and Plan of Merger is on file at the office of the Surviving Corporation located at Terminal Drive, Plainview, New York, 11803. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, without cost, to any stockholder of the Company who sends a written request therefor to the Surviving Corporation at its address set forth in the preceding sentence.

Dated: May 29, 1998

VEECO INSTRUMENTS INC.

By:


Name: John F. Rein, Jr.
Title: VP - CFO

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:

"DIGITAL INSTRUMENTS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "VEECO INSTRUMENTS INC." UNDER THE NAME OF "VEECO INSTRUMENTS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MAY, A.D. 1998, AT 11:30 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

9108705

DATE:

05-29-98

PATENT

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RECORDED: 05/12/2003

REEL: 014059 FRAME: 0378