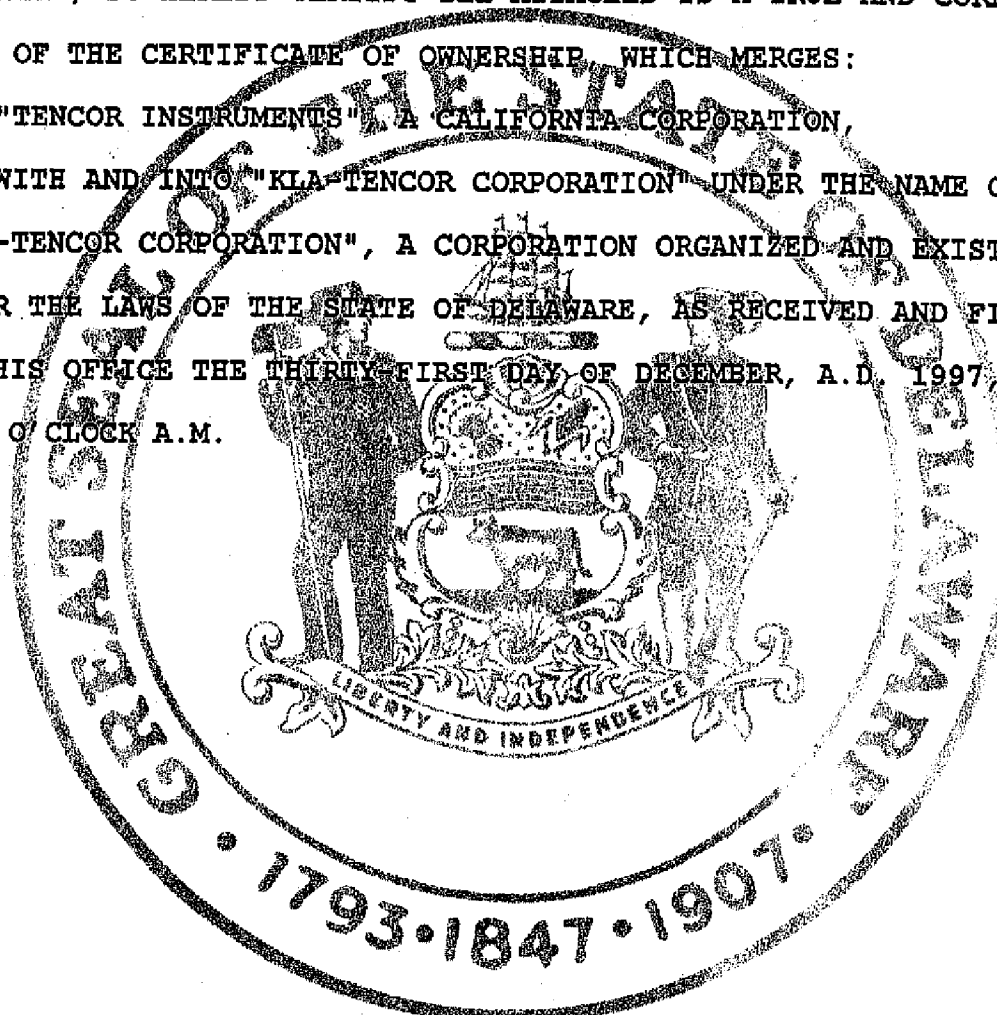


State of Delaware
Office of the Secretary of State PAGE 1

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 OWNERSHIP WHICH MERGES:

"TENCOR INSTRUMENTS" A CALIFORNIA CORPORATION, WITH AND INTO "KLA-TENCOR CORPORATION" UNDER THE NAME OF "KLA-TENCOR CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1997, AT 8:30 O' CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8995946

DATE: 03-26-98
PATENT

REEL: 017606 FRAME: 0214

STATE OF DELAWARE
SECRETARY OF STATE P002
DIVISION OF CORPORATIONS
FILED 08:30 AM 12/31/1997
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**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING**

TENCOR INSTRUMENTS,
a California Corporation

INTO

KLA-TENCOR CORPORATION,
a Delaware Corporation

KLA-Tencor Corporation, a Delaware corporation (the "Company"), does hereby certify that (i) the Company was incorporated on the 9th day of July, 1975 pursuant to the General Corporation Law of the State of Delaware, (ii) the Company owns all the capital stock of Tencor Instruments, a California corporation, and (iii) the Board of Directors, at a meeting held on November 18, 1997, determined to and did merge into itself said Tencor Instruments, which resolution is in the following words to wit:

WHEREAS, the Company lawfully owns all the outstanding stock of Tencor Instruments, a California corporation (the "Subsidiary"), and

WHEREAS, the Company desires to merge into itself the Subsidiary and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary.

NOW, THEREFORE, BE IT RESOLVED, that the Company merge into itself, and it does hereby merge into itself the Subsidiary and assumes all of its liabilities and obligations;

FURTHER RESOLVED, that the merger shall be effective as of December 31, 1997;

FURTHER RESOLVED, that the Chief Executive Officer and the assistant secretary of the Company be and they hereby are directed to make and execute, under the corporate seal of the Company, a Certificate of Ownership and Merger setting forth a copy of the resolution, to merge the Subsidiary and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the officers of the Company be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by its authorized officer, this 12 day of December, 1997.

BY: *John D. Tompkins*
John D. Tompkins, Chief Executive Officer

BY: *Lisa C. Berry*
Lisa Berry, Assistant Secretary

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