

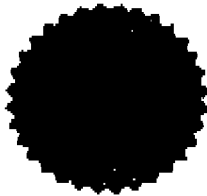
Delaware

COPY

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCHOELLER ARCA SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF APRIL, A.D. 2005.



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050297037

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3830995

DATE: 04-22-05

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**RESOLUTION OF THE DIRECTORS
OF ARCA XYTEC SYSTEMS, INC.
CHANGING NAME OF CORPORATION TO
SCHOELLER ARCA SYSTEMS, INC.**

The undersigned, constituting all of the Board of Directors of Arca Xytec Systems, Inc. unanimously adopt the following Resolution:

Resolved: That the First Article of the Amended Certificate of Incorporation of Arca Xytec Systems, Inc. shall be amended to read:


First: The name of the Corporation is SCHOELLER ARCA SYSTEMS, INC.

Executed this 7 day of March, 2005.

**BOARD OF DIRECTORS
ARCA XYTEC SYSTEMS, INC.**



René P.M. Wolfkamp, Chairman



Jan Meijerink, Director



Erik de Bokx, Director

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**RESOLUTION OF BOARD OF DIRECTORS
ELECTING OFFICERS OF
SCHOELLER ARCA SYSTEMS, INC.**

The undersigned, constituting all of the Directors of Schoeller Arca Systems, Inc. unanimously nominate and elect the following officers of the Corporation, to take office immediately as of this date and serve until replaced or removed by the Board in accordance with the Articles and Bylaws of the Corporation:

- President:** Jan Meijerink
- Secretary:** René P.M. Wolfkamp
- Treasurer:** Erik de Bokx
- Vice President –
Operations & Finance
Chief Financial Officer
Assistant Secretary:** Norman J. Stipp
- Vice President –
Sales & Marketing:** Stephen Kipp

Executed this 7 day of March, 2005.

**BOARD OF DIRECTORS
SCHOELLER ARCA SYSTEMS, INC.**



René P.M. Wolfkamp, Chairman



Jan Meijerink, Director



Erik de Bokx, Director

COPY

**UNANIMOUS WRITTEN CONSENT
OF SHAREHOLDERS TO RESOLUTION
CHANGING NAME OF CORPORATION TO
SCHOELLER ARCA SYSTEMS, INC.**


The undersigned, having been appointed proxy for all of the shares of Perstorp Xytec Systems, Inc., a Delaware corporation, by this instrument in lieu of a meeting of the shareholders of the Corporation, waives any notice required by law or the Articles in Incorporation, and consents, effective as of the day written below, to the adoption of the following resolution adopted by the Board of Directors of the Corporation on the _____ day of March, 2005:

That the First Article of the Amended Certificate of Incorporation of Arca Xytec Systems, Inc. shall be amended to read:

**First: The name of the Corporation is SCHOELLER ARCA
SYSTEMS, INC.**

The undersigned shareholders have given their unanimous written consent to this Amendment in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Executed this 7 day of March, 2005.


René P.M. Wolfkamp

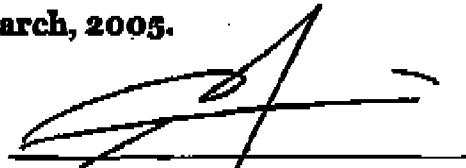
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**UNANIMOUS ELECTION OF DIRECTORS
OF PERSTORP XYTEC SYSTEMS, INC.**

The undersigned, having been appointed proxy for all of the shares of Perstorp Xytec Systems, Inc., a Delaware corporation, by this instrument in lieu of a meeting of the shareholders of the Corporation, waives any notice required by law or the Articles of Incorporation, and elects the following Directors to replace the three current Directors and serve until replaced in accordance with the Articles of Incorporation, effective immediately as of the date of execution of this instrument:

1. René P.M. Wolfkamp, Chairman
2. Jan Meijerink
3. Erik de Bokx

Executed this 7 day of March, 2005.



René P.M. Wolfkamp