

## ORIGINAL ARTICLES OF INCORPORATION

BATHY SYSTEMS, INC.

The development and manufacturing of oceanographic instrumentation.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares FIVE HUNDRED

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

No Par Common

or

(b) *If more than one class:* Total number of shares .....

(State (A) the number of the shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

The corporation shall have the right, in case any Stockholder desires to sell any stock of the corporation to purchase said stock at the lowest price and upon the most lenient terms at which such Stockholder is willing to sell the same before such stock may be sold to any other party. No sale of any stock to any party other than the corporation shall be valid unless such stock shall have first been so offered in writing to the corporation and unless such offer shall have been rejected or shall not have been acted upon by the corporation within thirty (30) days after such offer is made. The directors shall have the power to accept or reject such offer on behalf of the corporation. Any Stockholder who shall have offered his stock for sale to the corporation in accordance with the foregoing provisions, may at any time within sixty (60) days after the rejection of such offer by the corporation, or if the corporation shall neither accept nor reject such offer, then within ninety (90) days, after such offer shall have been made to the corporation, sell the stock so offered to the corporation to any other party but not for a price lower nor upon more lenient terms than at which such stock shall have been previously offered to the corporation. The corporation may require affidavits and other evidence, documentary or otherwise, to its satisfaction, from the Stockholder and purchaser of such stock as to the price paid therefore before transferring such stock upon the books of the corporation. The Directors may, in particular instances, consent to any such proposed sale, but no such consent or waiver shall extend to other or subsequent instances.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

The By-Laws of the said Corporation together with the Amendments thereto.

SEVENTH. The address of the initial registered office of the corporation is 140 Tower Hill Road, North Kingstown, R.I. 02852 (add Zip Code) and the name of its initial registered agent at such address is:

Domenic A. Mosca, Jr., Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is to be elected and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address

NINTH. The name and address of each incorporator is:

Name	Address
Joyce Behringer	143 Main St., North Kingstown, R.I. 02852

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

November 1, 1981

Dated October 8, 1981

Joyce Behringer  
Joyce Behringer

STATE OF RHODE ISLAND }  
COUNTY OF Washington } In the City of North Kingstown

in said county this 8th day of October, A. D. 19 81

then personally appeared before me

Joyce Behringer

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.


  
Notary Public

Domenic A. Mosca, Jr., Esq.

My commission expires June 30, 1986.

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