

Filing fee: \$10.00

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL
OF**

ZED Instruments USA, Ltd.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-112 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is ZED Instruments USA, Ltd.

SECOND: It is incorporated under the laws of Delaware

THIRD: It is not transacting business in the State of Rhode Island.

FOURTH: It hereby surrenders its authority to transact business in Rhode Island, effective as of April 3, 1993.

FIFTH: It revokes the authority of its registered agent in Rhode Island to accept service of process, and consents that service of process in any action, suit or proceeding based upon any cause of action arising in Rhode Island during the time the corporation was authorized to transact business in Rhode Island may thereafter be made on the corporation by service thereof on the Secretary of State of the State of Rhode Island.

SIXTH: The post-office address to which the Secretary of State may mail a copy of any process against the corporation that may be served on him is c/o The Moore Company, P.O. Box 538, Westerly, Rhode Island 02891

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
3,000	Common		\$.01 Par Value

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
3,000	Common		\$.01 Par Value

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
APR 1 8 53 AM '93

Rec'd & Filed APR 01 1993

AMT 11/11/93

NINTH: The amount of its stated capital as of this date is \$ 605,000.

TENTH: All corporate taxes and fees due to the State of Rhode Island have been paid.

Dated March 18, 1993

ZED Instruments USA, Ltd.

By James A. Helle

Its President

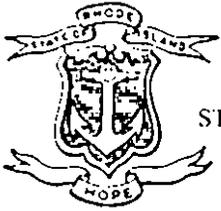
and Julie S. Crandall
Its Secretary

STATE OF Rhode Island }
COUNTY OF Washington } Sc.

At Westerly in said county on the 18th day of March, 1993, before me personally appeared James A. Helle & Julie S. Crandall who being by me first duly sworn, declared that ~~he~~^{they are} is the President & Secretary of ZED Instruments USA Ltd., that ~~he~~^{they} signed the foregoing document as such President & Secretary of the corporation, and that the statements therein contained are true.

James M. Linn
Notary Public
Comm Exp's 6/23/93

(NOTARIAL SEAL)



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

FAX (401) 277-6006

March 18, 1993

TO WHOM IT MAY CONCERN:

Re: ZED INSTRUMENTS USA, LTD

It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the abovenamed corporation for the purpose of:

A MERGER - CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

FAX (401) 277-6006

March 23, 1993

TO WHOM IT MAY CONCERN:

Re: ZED INSTRUMENTS USA, INC.

It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the abovenamed corporation for the purpose of:

WITHDRAWAL

very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations