

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903

Corp. I.D. #

81368

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is Scientific Instruments Development, Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) ~~XXXXXX~~

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To manufacture, buy, sell and otherwise deal in measuring equipment and any other lawful act or activity for which corporations may be organized under the Rhode Island Business Corporation Act, as the same may be amended from time to time.

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

(a) If only one class: Total number of shares ..8,000..common

(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.)

\$1.00 par value

or

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

(State (A) the number of 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:

See Exhibit A attached hereto and made a part hereof.

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

See Exhibit B attached hereto and made a part hereof.

SEVENTH. The address of the initial registered office of the corporation is Brown, Rudnick, Freed & Gesmer, One Old Stone Sq., Prov., RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: Gerald Parascandolo


Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is none 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
Anna Marie Pasetto	106 Via Danieletti, Padova, 35100, Italy
President, Secretary and Treasurer	

NINTH. The name and address of each incorporator is:

Name	Address
Gerald Parascandolo	Brown, Rudnick, Freed & Gesmer One Old Stone Sq., Prov., RI 02903

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

January 1, 1996

Dated December 19, 1995


Signature of each incorporator

STATE OF RHODE ISLAND } In the City } of Providence
COUNTY OF Providence } ~~Providence~~ }

in said county this 19th day of December, A.D. 1995

then personally appeared before me Gerald Parascandolo

~~each and all~~ known to me and known by me to be the ^{party} ~~parties~~ executing the foregoing
instrument, and ~~they~~ ^{he} ~~severally~~ acknowledged said instrument by them subscribed to be his
~~their~~ free act and deed.

Lisa C Gaspar
Notary Public

EXHIBIT A

ARTICLES OF INCORPORATION

FIFTH: The provisions relating to preemptive rights of the stockholders of the corporation shall be as follows:

The stockholders of the corporation shall be entitled to a preemptive right, for a period of thirty (30) days following the notice hereinafter referred to, to subscribe for, purchase or otherwise acquire in the proportions which their holdings of the shares of the common stock of the corporation bear to the outstanding common stock, any shares of the same class of the corporation, any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities or obligations of the corporation which are convertible into, or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer or grant is for cash, property or any other lawful consideration. The preemptive rights granted herein shall be deemed waived by any stockholder who does not so exercise them and pay for the shares, rights, options, bonds, securities or obligations within said thirty (30) days of receipt of notice in writing from the corporation stating the price, terms and conditions of the offering. After the expiration of said thirty (30) days, any and all of such shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred or granted by the corporation, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms as the corporation in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights.

The provisions contained herein are in lieu of the provisions on preemptive rights contained in Section 7-1.1-24 of the Rhode Island Business Corporation Act.

EXHIBIT B

ARTICLES OF INCORPORATION

SIXTH: For the regulation of the business and the conduct of the internal affairs of the corporation, it is provided as follows:

No director or person serving such function under Rhode Island Law shall be personally liable to the corporation or to its stockholders for monetary damages for breach of the person's duty as a director or arising out of serving that function; provided, however, that the foregoing shall not eliminate or limit the liability of such a person (i) for any breach of his or her duty of loyalty to the corporation or to its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which he or she derived an improper personal benefit.