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ID Number:

145788



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

05 FEB 17 PM 12:02

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:

1. The name of the corporation is Hanna Instruments United States, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

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

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

sales of electronic measuring instruments and to conduct all other business,

operation or activity which may be lawfully carried on by a corporation organized

pursuant to Chapter 7-1.1 of the Rhode Island General Laws, as such Chapter may

be amended from time to time

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

(a) If only one class: Total number of shares 10,000,000 \$0.01 (If the authorized shares are to consist of one class only the par value of such shares or a statement that all of such shares are to be without 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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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.):

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

None

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By 37537

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See Attached Exhibit A

7. The address of the initial registered office of the corporation is Brown Rudnick Berlack Israels, 121 South Main St.

Providence

, RI 02903

(Street Address, not P.O. Box)

and the name of its initial registered agent

at such address is Gerald Pascandolo, Esq.

(Zip Code)

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is two 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>Director</u>	<u>Martino Nardo</u>	<u>584 Park East Drive, Woonsocket, RI 02895</u>
<u>Director</u>	<u>Pamela Nardo</u>	<u>584 Park East Drive, Woonsocket, RI 02895</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Brian P. Gallogly, Esq.</u>	<u>Brown Rudnick Berlack Israels, 121 South Main St.</u>
	<u>Providence, RI 02903</u>

10. Date when corporate existence is to begin upon filing

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: February 17, 2005

Brian P. Gallogly

Signature of each Incorporator

STATE OF PROVIDENCE

COUNTY OF PROVIDENCE

In Providence, on this 17th day of February, 2005, personally appeared before me Brian P. Gallogly,

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.

Kara B Marshall
Notary Public
My Commission Expires: 8-2-2005

ARTICLES OF INCORPORATION

Hanna Instruments United States, Inc.

ARTICLE VI

Exhibit A

The other lawful provisions for the conduct and regulation of business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining or regulating the powers of the Corporation, or of its directors or stockholders, or any class of stockholders, are set forth in this Article VI.

a. **By-Laws.** The By-laws may provide that the directors may make, amend or repeal the By-laws in whole or in part, except with respect to any provision thereof which by law or the By-laws requires action by the stockholders.

b. **Meetings.** Meetings of the stockholders of the Corporation may be held anywhere in the United States.

c. **Acting as Partner.** The Corporation may be a general or limited partner in any business enterprise it would have power to conduct by itself.

d. **Indemnification.** The Corporation may provide, either in the Corporation's By-laws or by contract, for the indemnification of directors, officers, employees and agents, by whomever elected or appointed, to the full extent presently permitted by law; provided, however, that if applicable law is hereafter modified to permit indemnification in situations where it was not theretofore permitted, then such indemnification may be permitted to the full extent permitted by such law as amended.

e. **Transactions with Interested Persons.** The By-laws may contain provisions providing that no contract or transaction of the Corporation shall be void or voidable by reason of the fact that any officer, director or stockholder of the Corporation may have held an interest therein.

f. **Elimination of Directors' Personal Liability.** No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of a director for:

(i) any breach of the director's duty of loyalty to the Corporation or its stockholders,

(ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,

(iii) liability under Section 7-1.1-43 of the Rhode Island General Laws (as in effect or as hereafter amended), or

(iv) any transaction from which the director derived an improper personal benefit, unless said transaction is permitted by Section 7-1.1-37.1 of the Rhode Island General Laws.

If the Rhode Island General Laws are amended after the adoption of this Article SIXTH to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island General Laws, as so amended. Neither the amendment nor repeal of this Article SIXTH, Subsection f, nor the adoption of any provision of the Articles of Incorporation inconsistent with this Article SIXTH, subsection f, shall eliminate or reduce the effect of this Article SIXTH, Subsection f, in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article SIXTH, Subsection f, would occur or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

HANNA INSTRUMENTS INC.

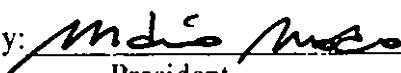
February 16, 2005

Rhode Island Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

To Whom It May Concern:

Hanna Instruments Inc., a corporation organized and existing under and by virtue of the laws of the State of Connecticut, and authorized to transact business in the State of Rhode Island, hereby consents to and approves of the use of a similar name by Hanna Instruments United States, Inc. in their filing of Articles of Incorporation under the Rhode Island General Laws, 1956, as amended.

Hanna Instruments Inc.

By: 
President