

# Delaware

PAGE 1

## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "COHERENT, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE ELEVENTH DAY OF JANUARY, A.D. 1989, AT 10 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 1990, AT 10 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE FIRST DAY OF OCTOBER, A.D. 1990, AT 11:45 O'CLOCK A.M.

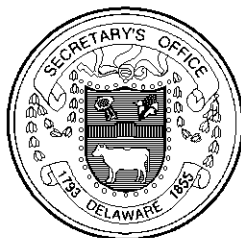
CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2001, AT 1:30 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE FOURTEENTH DAY OF FEBRUARY, A.D. 2005, AT 12:08 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "COHERENT, INC.".

2184071 8100H

080344789



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6468796

DATE: 03-24-08

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FILED

JAN 11 1989

*Michael H. ...*  
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION  
OF  
COHERENT, INC.

1. The name of the corporation is Coherent, Inc., (the "Corporation").
2. The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the city of Wilmington, County of New Castle, zip code 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. (a) This corporation is authorized to issue two classes of shares, designated "Common Stock" and "Preferred Stock." The total number of shares which this corporation shall have authority to issue is Fifty-Two Million (52,000,000) of which Fifty Million (50,000,000) shares shall be Common Stock with a par value of \$.01 per share and Two Million (2,000,000) shares shall be Preferred Stock with a par value of \$.01 per share.  
  
 (b) The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article 4, to provide for the issuance of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

- (i) The number of shares constituting that series and the distinctive designation of that series;

(ii) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(iii) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(iv) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(v) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or date upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(vii) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series;

(viii) Any other relative or participating rights, preferences and limitations of that series.

5. The name and mailing address of the incorporator are as follows:

Cathryn S. Chinn  
Wilson, Sonsini, Goodrich & Rosati  
Professional Corporation  
Two Palo Alto Square, Suite 900  
Palo Alto, CA 94306

6. The Corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the By-laws of the Corporation.

8. The number of directors which constitute the whole Board of Directors of the Corporation shall be as specified in the By-laws of the Corporation.

9. At all elections of directors of the Corporation, each holder of stock or of any class or classes or of a series or series thereof shall be entitled to as many votes as shall equal the number of votes which (except for this provision as to cumulative voting) he or she would be entitled to cast for the election of directors with respect to his or her shares of stock multiplied by the number of directors to be elected, and he or she may cast all of such votes for a single candidate or may distribute them among the number to be elected, or for any two or more of them as he or she may see fit.

10. Meetings of stockholders may be held within or without the State of Delaware, as the By-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation.

11. Elections for directors need not be by ballot unless a stockholder demands election by ballot at the meeting and before the voting begins or unless the By-laws so require.

12. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article 12, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article 12, shall eliminate or reduce the effect of this Article 12 in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article 12, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

13. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying, under penalties of perjury, that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 10th day of January, 1989.

Cathryn S. Chinn  
Cathryn S. Chinn

730264015

RESTATED AND AMENDED  
CERTIFICATE OF INCORPORATION  
OF  
COHERENT, INC.

(Originally incorporated on January 11, 1989)

1. The name of the corporation is Coherent, Inc., (the "Corporation").
2. The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the city of Wilmington, County of New Castle, zip code 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. This corporation is authorized to issue one class of shares, designated "Common Stock." The total number of shares which this corporation shall have authority to issue is Fifty Million (50,000,000) shares of Common Stock with a par value of \$.01 per share.
5. The name and mailing address of the incorporator are as follows:

Cathryn S. Chinn  
Wilson, Sonsini, Goodrich & Rosati  
Professional Corporation  
Two Palo Alto Square, Suite 900  
Palo Alto, CA 94306
6. The Corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the By-laws of the Corporation.
8. The number of directors which constitute the whole Board of Directors of the Corporation shall be as specified in the By-laws of the Corporation.

9. At all elections of directors of the Corporation, each holder of stock or of any class or classes or of a series or series thereof shall be entitled to as many votes as shall equal the number of votes which (except for this provision as to cumulative voting) he or she would be entitled to cast for the election of directors with respect to his or her shares of stock multiplied by the number of directors to be elected, and he or she may cast all of such votes for a single candidate or may distribute them among the number to be elected, or for any two or more of them as he or she may see fit.

10. Meetings of stockholders may be held within or without the State of Delaware, as the By-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation.

11. Elections for directors need not be by ballot unless a stockholder demands election by ballot at the meeting and before the voting begins or unless the By-laws so require.

12. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article 12, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article 12, shall eliminate or reduce the effect of this Article 12 in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article 12, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

13. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, this twentieth day of September, 1990, being the sole incorporator of Coherent, Inc., do hereby certify that the Corporation has not received any payment for its stock and that this Restated Certificate of Incorporation has been adopted in accordance with the provisions of Sections 241 and 245 of the General Corporation Law of the State of Delaware.

Cathryn S. Chinn  
Cathryn S. Chinn

**AGREEMENT AND PLAN OF MERGER**

**OF COHERENT, INC.**

**A DELAWARE CORPORATION**

**AND**

**COHERENT, INC.**

**A CALIFORNIA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER, dated as of October 1, 1990 (the "Agreement") is between COHERENT, INC., a Delaware corporation ("Acquirer") and COHERENT, INC., a California corporation ("Coherent California"). Acquirer and Coherent California are sometimes referred to herein as the "Constituent Corporations."

**RECITALS**

A. Acquirer is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 50,000,000 shares, all which are designated "Common Stock", having a par value of \$.01 per share. As of September 27, 1990, 100 shares of Common Stock are issued and outstanding, all of which are held by Coherent California. No other shares of any class or series were issued or outstanding as of such date.

B. Coherent California is a corporation duly organized and existing under the laws of the State of California and has an authorized capital of 50,000,000 shares of Common Stock, having a par value of \$.22 per share. As of January 31, 1990, 9,061,603 shares of Common Stock, options to purchase 1,096,696 shares of Common Stock, and warrants to purchase 46,000 shares of Common Stock were issued and outstanding. No other shares of stock or rights to purchase stock were issued and outstanding as of such date.

C. The Board of Directors of Coherent California has determined that, for the purpose of effecting the reincorporation of Coherent California in the State of Delaware, it is advisable that Coherent California merge with and into Acquirer upon the terms and conditions herein provided.

D. The respective Boards of Directors of Acquirer and Coherent California have approved this Agreement and the Boards of Directors of Acquirer and Coherent California have directed that this Agreement be submitted to a vote of their respective stockholder and thereafter executed by the undersigned officers.



this Agreement be submitted to a vote of their respective stockholder and thereafter executed by the undersigned officers.

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Acquirer and Coherent California hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

## I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the California General Corporation Law, Coherent California shall be merged with and into Acquirer (the "Merger"), the separate existence of Coherent California shall cease and Acquirer shall be, and is herein sometimes referred to as, the "Surviving Corporation", and the name of the Surviving Corporation shall be Coherent, Inc.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the stockholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the California General Corporation Law;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and

(d) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the California General Corporation Law shall have been filed with the Secretary of State of the State of California.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of Merger."

1.3 Effect of Merger. Upon the Effective Date of Merger, the separate existence of Coherent California shall cease and Acquirer, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of Merger, (ii) shall be subject to all

actions previously taken by its and Coherent California's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Coherent California in the manner of and as more fully set forth in Section 259 of the Delaware General Corporation Law, (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of Merger and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Coherent California in the same manner as if Acquirer had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the California General Corporation Law.

## II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of Acquirer in effect immediately prior to the Effective Date of Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 By-laws. The By-laws of Acquirer in effect immediately prior to the Effective Date of Merger shall continue in full force and effect as the By-laws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of Acquirer immediately prior to the Effective Date of Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the By-Laws of the Surviving Corporation.

## III. MANNER OF CONVERSION OF STOCK

3.1 Coherent California Common Stock. Upon the Effective Date of Merger, each share of Coherent California Common Stock, \$.22 par value, issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one fully paid and nonassessable share of Common Stock, \$.01 par value, of the Surviving Corporation.

**3.2 Coherent California Options, Warrants, Stock Purchase Rights and Other Convertible Securities.** Upon the Effective Date of Merger, the Surviving Corporation shall assume and continue the stock option and other employee benefit plans of Coherent California. Each outstanding and unexercised option, warrant, other right to purchase shares of Coherent California Common Stock and other security convertible into Coherent California Common Stock, if any, shall become an option, warrant or right to purchase shares of the Surviving Corporation's stock of the class into which such shares of Coherent California stock shall be converted into under the terms of this Merger Agreement or other security convertible into the Surviving Corporation's stock on the basis of one share of the Surviving Corporation's stock for each share of Coherent California stock issuable pursuant to any such option, warrant, stock purchase right or other convertible security, on the same terms and conditions and at an exercise price per share equal to the exercise price applicable to such Coherent California option, warrant, stock purchase right or other convertible security at the Effective Date of Merger.

A number of shares of the Surviving Corporation's Common Stock shall be reserved for issuance upon the exercise of options, warrants, stock purchase rights and other convertible securities equal to the number of shares of Coherent California Common Stock so reserved immediately prior to the Effective Date of Merger.

**3.3 Acquirer Common Stock.** Upon the Effective Date of Merger, each share of Common Stock, \$.01 par value, of Acquirer issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Acquirer, the holder of such shares or any other person, be cancelled and returned to the status of authorized but unissued shares.

**3.4 Exchange of Certificates.** After the Effective Date of Merger, each holder of an outstanding certificate representing shares of Coherent California Common Stock may, at such shareholder's option, surrender the same for cancellation to The First National Bank of Boston, as exchange agent (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock, as applicable, into which the surrendered shares were converted as herein provided. The Surviving Corporation shall cooperate with the Exchange Agent and the holders of outstanding certificates theretofore representing shares of Coherent California Common Stock as necessary to effect a reasonably prompt exchange of such certificates. Until so surrendered, each outstanding certificate theretofore representing shares of Coherent California Common Stock shall be deemed for all purposes to represent the number of whole shares of

the Surviving Corporation's Common Stock into which such shares of Coherent California Common Stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of Coherent California so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for shares of Acquirer stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of the issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of Acquirer that such tax has been paid or is not payable.

#### IV. GENERAL

4.1 Covenants of Acquirer. Acquirer covenants and agrees that it will, on or before the Effective Date of Merger:

(a) Qualify to do business as a foreign corporation in the State of California and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of Section 2105 of the California General Corporation Law.

(b) File any and all documents with the California Franchise Tax Board necessary to the assumption by Acquirer of all of the franchise tax liabilities of Coherent California.

(c) Take such other actions as may be required by the California General Corporation Law.

4.2 Further Assurances. From time to time, as and when required by Acquirer or by its successors or assigns, there shall be executed and delivered on behalf of Coherent California such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Acquirer the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Coherent California and otherwise to carry out the purposes of this Agreement, and the officers and directors of Acquirer are fully authorized in the name and on behalf of Coherent California or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the Effective Date of Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Coherent California or Acquirer, or both, notwithstanding the approval of this Agreement by the shareholders of Coherent California or by the sole stockholder of Acquirer, or both.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or a certificate in lieu thereof) with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of the agreement by the stockholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of such Constituent Corporation.

4.5 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, and The Corporation Trust Company is the registered agent of the Surviving Corporation at such address.

4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 3210 Porter Drive, Palo Alto, California 94304 and copies

thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

4.7 Governing Law. This agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware, and, so far as applicable, the merger provisions of the California General Corporation Law.

4.8 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement having first been approved by resolution of the Boards of Directors of Acquirer and Coherent California, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

COHERENT, INC.

A Delaware corporation

By Robert J. Quillinan  
Robert J. Quillinan, Vice  
President Finance and Chief  
Financial Officer

ATTEST:

Scott H. Miller  
Scott H. Miller, Assistant Secretary

COHERENT, INC.

A California corporation

By Robert J. Quillinan  
Robert J. Quillinan, Vice  
President Finance and Chief  
Financial Officer

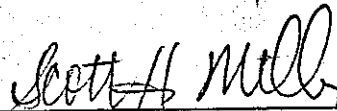
ATTEST:

Scott H. Miller  
Scott H. Miller, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY

I, Scott H. Miller, Assistant Secretary of COHERENT, INC., a California corporation ("Coherent California"), do hereby certify as such Assistant Secretary, in accordance with the General Corporation Laws of the States of California and Delaware, that a form of the Agreement and Plan of Merger (the "Agreement") to which this Certificate is attached was duly submitted to the shareholders of Coherent California, and that said Agreement was duly approved by holders of at least a majority of the outstanding shares of Common Stock of Coherent California pursuant to a meeting duly called, and that thereby said Agreement was duly adopted as the act of the shareholders of Coherent California and as the agreement and act of Coherent California.

IN WITNESS WHEREOF, I have executed this Certificate this 1st day of October, 1990.



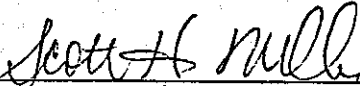
\_\_\_\_\_  
Scott H. Miller, Assistant  
Secretary



CERTIFICATE OF ASSISTANT SECRETARY

I, Scott H. Miller, Assistant Secretary of COHERENT, INC., a Delaware corporation ("Acquirer"), do hereby certify as such Assistant Secretary, in accordance with the Corporation Laws of the States of Delaware and California, that a form of the Agreement and Plan of Merger (the "Agreement") to which this Certificate is attached, after having been first duly adopted and executed by Acquirer and by Coherent, Inc., a California corporation, was duly submitted to the sole stockholder of Acquirer and was approved by such sole stockholder by written consent dated September 26, 1990, that by virtue of such written consent, 100 shares of Common Stock, constituting all of the outstanding shares of stock of Acquirer, were voted for the adoption of said Agreement and that thereby such Agreement was duly adopted as the act of the sole stockholder of Acquirer and as the agreement and act of Acquirer, all as provided in Subchapter VII of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have executed this Certificate this 1st day of October, 1990.

  
\_\_\_\_\_  
Scott H. Miller, Assistant  
Secretary

CERTIFICATE OF ASSISTANT SECRETARY

I, Scott H. Miller, Assistant Secretary of Coherent, Inc., a California corporation ("Coherent"), do hereby certify as such Assistant Secretary in accordance with the General Corporation Laws of the States of California and Delaware, that a form of the Agreement and Plan of Merger (the "Agreement") to which this Certificate is attached, after having been first duly adopted and executed by Coherent and Coherent, Inc., a Delaware corporation, was duly submitted to the shareholders of Coherent, and that said Agreement was approved by such shareholders at the Annual Meeting of Shareholders held on March 29, 1990, that at such meeting, at least 4,794,202 shares of Common Stock, constituting a majority of the outstanding shares of Common Stock, were voted for the adoption of said Agreement and that said Agreement was therefore duly adopted as the act of the shareholders of Coherent and as the agreement and act of Coherent.

IN WITNESS WHEREOF, the undersigned has hereunto signed his name this 24th day of September, 1990.

  
\_\_\_\_\_  
Scott H. Miller, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY

I, Scott H. Miller, Assistant Secretary of Coherent, Inc., a Delaware corporation ("Acquisition"), do hereby certify as such Assistant Secretary in accordance with the General Corporation Laws of the States of Delaware and California, that the Agreement and Plan of Merger (the "Agreement") to which this Certificate is attached, after having been first duly adopted and executed by Acquisition and Coherent, Inc., a California corporation, was duly submitted to the sole stockholder of Acquisition and was approved by such sole stockholder by written consent dated September 26, 1990, that by virtue of such written consent, 100 shares of Common Stock, constituting all of the outstanding shares of stock of Acquisition, were voted for the adoption of said Agreement and that thereby such Agreement was duly adopted as the act of the sole stockholder of Acquisition and as the agreement and act of Acquisition, all as provided in Subchapter VII of the General Corporation Law of the State of Delaware

IN WITNESS WHEREOF, the undersigned has hereunto signed his name this 26th day of September, 1990.

  
\_\_\_\_\_  
Scott H. Miller, Assistant Secretary

**CERTIFICATE OF AMENDMENT  
OF RESTATED AND AMENDED  
CERTIFICATE OF INCORPORATION OF  
COHERENT, INC.**

The undersigned certifies that:

1. He is the president of Coherent, Inc., a Delaware corporation.
2. ARTICLE 4 of the Restated and Amended Certificate of Incorporation of this corporation is amended to read as follows:

"4. This corporation is authorized to issue one class of shares, designated "Common Stock." The total number of shares which this corporation shall have authority to issue is Five Hundred Million (500,000,000) shares of Common Stock with a par value of \$.01 per share."

3. The foregoing amendment to the Restated and Amended Certificate of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment to the Restated and Amended Certificate of Incorporation has been duly approved by the required vote of stockholders in accordance with Section 242 of the General Corporation Law of the State of Delaware.

I further declare under penalty of perjury under the laws of the State of Delaware that the matters set forth in this certificate are true and correct of my own knowledge.

DATE: April 24, 2001

  
\_\_\_\_\_  
Bernard Couillaud, President

**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE  
AND OF REGISTERED AGENT**

**OF**

**COHERENT, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is:

**COHERENT, INC.**

2. The registered office of the corporation within the State of Delaware is hereby changed to 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle.

3. The registered agent of the corporation within the State of Delaware is hereby changed to Corporation Service Company, the business office of which is identical with the registered office of the corporation as hereby changed.

4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on February 11, 2005

/s/ Dennis C. Bucek

Name: Dennis C. Bucek

Title: Vice President