

CERTIFICATE OF MERGER
OF
ADVANCED ELECTRON BEAMS, INC.,
A MASSACHUSETTS CORPORATION,
INTO
ADVANCED ELECTRON BEAMS, INC.,
A DELAWARE CORPORATION

* * * * *

Pursuant to Section 252 of the General Corporation Law of the State of Delaware,
Advanced Electron Beams, Inc., a Delaware corporation,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent
corporations of the merger are as follows:

	<u>Name</u>	<u>State of Incorporation</u>
1.	Advanced Electron Beams, Inc.	Delaware
2.	Advanced Electron Beams, Inc.	Massachusetts

SECOND: That an agreement of merger between the parties to the merger (the
“Agreement of Merger”) has been approved, adopted, certified, executed and acknowledged by
each of the constituent corporations in accordance with the Section 11.04 of Chapter 156D of the
General Laws of The Commonwealth of Massachusetts and Section 252 of the General
Corporation Law of Delaware.

THIRD: That Advanced Electron Beams, Inc., a Delaware corporation, is a wholly-owned subsidiary of Advanced Electron Beams, Inc., a Massachusetts corporation authorized to issue: 400,000 shares of common stock, \$.01 par value per share, of which 143,535 shares are issued and outstanding.

FOURTH: That the surviving corporation (hereafter, the "Surviving Corporation") shall be Advanced Electron Beams, Inc., a Delaware corporation.

FIFTH: That the Certificate of Incorporation of Advanced Electron Beams, Inc., a Delaware corporation, as filed with the Secretary of State of the State of Delaware shall be the Certificate of Incorporation of the Surviving Corporation.

SIXTH: That the executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business is 10 Upton Drive, Unit 9, Wilmington, Massachusetts 01887.

SEVENTH: That a copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

EIGHTH: This Certificate of Merger shall be effective upon the date of its filing with the Secretary of State of Delaware or upon the date of filing of Articles of Merger with the Secretary of State of The Commonwealth of Massachusetts, whichever shall occur later.

IN WITNESS WHEREOF, Advanced Electron Beams, Inc., a Delaware corporation, has caused this Certificate to be signed by its President and attested by its Secretary this 12 day of September, 2005.

**ADVANCED ELECTRON BEAMS, INC.,
A DELAWARE CORPORATION**

By: Bryan M. Wysong
Bryan Wysong, President

ATTEST:

Charles Khuen
Charles Khuen, Secretary