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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, Sonzini, 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.

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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  
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