

RESTATED
CERTIFICATE OF INCORPORATION

of

COOPERVISION, INC.

CooperVision, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify as follows:

(a) The name of the Corporation is CooperVision, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State was March 4, 1980.

(b) This Restated Certificate of Incorporation amends, restates and integrates the provisions of the Certificate of Incorporation of the Corporation and has been duly adopted in accordance with the provisions of sections 245 and 242 of the General Corporation Law.

(c) The text of the Certificate of Incorporation is hereby amended and restated to read herein as set forth in full:

ARTICLE I

The name of the Corporation is CooperVision, Inc.

ARTICLE II

The principal office of the Corporation in the State of Delaware is to be located at 100 West Tenth Street, in the City of Wilmington, in the County of New Castle. The name of its resident agent is The Corporation Trust Company, whose address is 100 West Tenth Street in said city.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

(a) Number of Shares. The total number of shares of all classes of stock which the corporation shall have authority to issue is 66,000,000, consisting of (i) 60,000,000 shares of Common Stock ("Common Stock"), each share having a par value of \$0.10, and (ii) 6,000,000 shares of Preferred Stock ("Preferred Stock"), each share having a par value of \$0.10.

(b) Preferred Stock. Shares of Preferred Stock may be issued from time to time in one or more series as may from time to time be determined by the Board of Directors, each of said series to be distinctly designated, and on such terms and for such consideration as shall be fixed by the Board of Directors. All shares of any one series of Preferred Stock shall be alike in every particular, except that there may be different dates from which dividends, if any, thereon shall be cumulative, if made cumulative. The voting powers, if any, and the designations, preferences and relative, participating, optional, conversion and other

special rights of each such series, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding; and,

the Board of Directors of the Corporation is hereby expressly granted authority to fix by resolution or resolutions adopted prior to the issuance of any shares of a particular series of Preferred Stock, the voting powers, if any, and the designations, preferences and relative, participating, optional, conversion and other special rights, and the qualifications, limitations and restrictions of such series.

ARTICLE V

The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1,000).

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE VIII

1. The number of directors of the Corporation shall be fixed by the By-Laws and may be increased or decreased from time to time in the manner specified therein; provided, however, that the number of directors shall not be less than three. In the event of any increase in the number of directors, the additional directors may be elected as in the By-Laws provided. Elections of directors need not be by ballot unless the By-Laws of the Corporation so provide. Any director may be removed from office either with or without cause at any time by the affirmative vote of stockholders of record holding a majority of the outstanding shares of the stock of the Corporation entitled to vote, given at a meeting of the stockholders called for that purpose.

2. The Board of Directors, in its discretion, may from time to time (a) declare and pay dividends in cash, in property or in shares of the Corporation's capital stock, in the case of shares with par value at par, and in the case of shares without par value at such price as may be fixed by the Board of Directors, upon the shares of stock of the Corporation of any class out of any assets of the Corporation available for dividends; (b) use and apply any of its assets available for dividends in such amount as the Board of Directors in its absolute discretion may deem ad-

visable for working capital, for maintaining, improving or adding to the property of the Corporation, for expansion of its business, for purchasing or acquiring any shares of stock (including capital stock of the Corporation) in accordance with law, or for any other proper purpose; and (c) set apart out of its assets available for dividends such sum or sums as the Board of Directors in its absolute discretion may deem advisable as a reserve or reserves for contingencies, for equalizing dividends, for depreciation, for working capital, for maintaining, improving or adding to the property or business of the Corporation, or for any other purpose it may deem conducive to the best interests of the Corporation, and in its discretion at any time may increase, diminish or abolish any such reserve in the manner in which it was created. All such assets available for dividends, until actually declared as dividends, or used and applied as aforesaid, shall be conclusively deemed to have been set apart for one or more of the purposes set forth in the foregoing clause (c); and, anything in this Certificate of Incorporation to the contrary notwithstanding, no holder of any share of stock of the Corporation of any class shall have any right to any dividend thereon unless such dividend shall have been declared by the Board of Directors as aforesaid.

3. No holder of any stock of the Corporation of

any class now or hereafter authorized shall have any right as such holder (other than such right, if any, as the Board of Directors in its discretion may determine) to purchase, subscribe for or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities convertible into or exchangeable for any such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, securities, warrants or other instruments be unissued or issued and thereafter acquired by the Corporation.

4. The Board of Directors of the Corporation shall have authority to authorize the issuance from time to time, without any vote or other action by the stockholders, of all or any shares of the stock of the Corporation of any class now or hereafter authorized, and any securities convertible into or exchangeable for any such shares (whether such shares or securities be unissued or issued and thereafter acquired by the Corporation), in each case to such corporations, associations, partnerships, firms, individuals or others, and for such consideration and on such terms as the Board of Directors from time to time in its discretion lawfully may determine, without offering the same or any part thereof to the holders of any stock of the Corporation of any class now or hereafter authorized. In the discretion

of the Board of Directors any such shares or securities may be offered from time to time to the holders of any class or classes of stock to the exclusion of the holders of any or all other classes of stock at the time outstanding.

5. The Corporation, upon vote of the Board of Directors, from time to time may grant rights or options to subscribe for, purchase or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized or any bonds or other obligations or securities of the Corporation. Such rights or options (a) may relate to such amounts of such securities, may be exercisable within such periods, or without limit as to time, at such price or prices and otherwise upon such terms and conditions and may confer such rights and privileges, (b) may be granted for such consideration and on such terms and conditions to such corporations, associations, partnerships, firms, individuals or others or to the bearers or registered holders of warrants or other instruments evidencing such rights or options and (c) may be granted separately or in connection with the issuance of any bonds, debentures, notes or other evidences of indebtedness or shares of stock of the Corporation of any class now or hereafter authorized, or otherwise, all as the Board of Directors may determine. In the discretion of the Board of Directors any such rights or options may be

granted from time to time to the holders of any class or classes of stock to the exclusion of the holders of any or all other classes of stock at the time outstanding. No vote or consent of the stockholders of any class or classes shall be necessary to authorize any such action by the Board of Directors.

6. The amount of the authorized stock of the Corporation of any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

7. In furtherance and not in limitation of the powers conferred upon the Board of Directors by statute, the Board of Directors is expressly authorized, without any vote or other action by stockholders other than such as at the time shall be expressly required by statute or by the provisions hereof (and amendments hereof, if any) or of the By-Laws, to exercise all of the powers, rights and privileges of the Corporation (whether expressed or implied herein or conferred by statute) and do all acts and things which may be done by the Corporation, including but without limiting the generality of the foregoing, the right

(a) to make, adopt, alter, amend and repeal from time to time by-laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the Board of Directors;

(b) to determine from time to time, subject to the laws of the State of Delaware, whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders; and, except as conferred by the laws of the State of Delaware, no stockholder shall have any right to inspect any account, book or document of the Corporation unless and until authorized so to do by resolution of the Board of Directors or of the stockholders entitled to vote; and

(c) to mortgage, pledge, hypothecate and otherwise encumber all or any of the property of the Corporation, whether real, personal or mixed.

8. Both the stockholders and the Board of Directors shall have power to hold their meetings either within or without the State of Delaware, and the books of the Corporation (so far as not prohibited by the laws of said State) may be kept outside of the State of Delaware.

9. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are stockholders, members, directors, officers or employees or in which they are interested, shall be valid for all purposes notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction and notwith-

standing his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve or ratify such contract or transaction by a vote sufficient for that purpose, which may include the vote or votes of such director or directors. Such director or directors may also be counted in determining the presence of a quorum at such meeting.

ARTICLE IX

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 law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, CooperVision, Inc. has caused this certificate to be signed by John H. Williford,

its President, under its corporate seal attested by Joseph A. Dornig, Jr., its Secretary, this 16th day of December, 1982.

[Seal]

By

John H. Williford
President

Attest:

Joseph A. Dornig, Jr.

COOPERVISION, INC.

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

**(Pursuant to Section 242 of the General
Corporation Law of the State of Delaware)**

CooperVision, Inc. a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify as follows:

1. The Certificate of Incorporation of the Corporation is hereby amended by amending Article I thereof, to read in its entirety as follows:

The name of the Corporation is The Cooper
Companies, Inc.

2. The Certificate of Incorporation of the Corporation is hereby amended by adding a new Article X thereto, such Article X to read as follows:

ARTICLE X

(a) A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the

Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of the State of Delaware is amended after approval by the stockholders of this article to authorize corporate action further eliminating or limiting the personal liability of directors, including removal or limitation of any of the foregoing exceptions, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(b)(i) Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including any appeal therefrom, (hereinafter a "proceeding") by reason of the fact that he is or was a director, officer or

employee of the Corporation or any predecessor corporation or entity or is or was serving at the request of the Corporation or any predecessor corporation or entity as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that, except as provided in paragraph (ii) hereof with respect to proceedings to

enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in the Section shall be a contract right, shall be presumed to have been relied upon by directors, officers, employees and agents in electing to serve or continue to serve the Corporation or other entity and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the General Corporation Law of the State of Delaware so requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this paragraph or otherwise (hereinafter an "undertaking").-

(ii) If a claim under paragraph (i) is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall also be entitled to be paid the expense of prosecuting or defending such suit. In any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by an indemnitee to enforce a right to an advancement of expenses) it shall be a defense that the indemnitee has not met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or stockholders) that the indemnitee has not met such applicable

standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified or to such advancement of expenses under this Section or otherwise shall be on the Corporation.

(iii) The rights to indemnification and to the advancement of expenses conferred herein shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, any statute, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

(iv) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware.

(v) The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses, to any agent of the Corporation to the fullest extent of the provisions hereof with respect to the indemnification and advancement of expense of directors, officers and employees of the Corporation.

(vi) This Corporation may, upon authorization by the Board of Directors, enter into contracts providing indemnification to any person who would otherwise be entitled to indemnification pursuant to this paragraph (b), which contracts may contain such other terms and conditions deemed advisable by the Board of Directors and not inconsistent with the provisions of this paragraph (b). However, failure of the Corporation to enter into such a contract with any person shall in no way be deemed to limit in any fashion the rights otherwise provided to such person in this paragraph (b).

3. The Certificate of Incorporation is hereby further amended by changing Article IV (a) thereof, so that, as amended, such Article shall read in its entirety as follows:

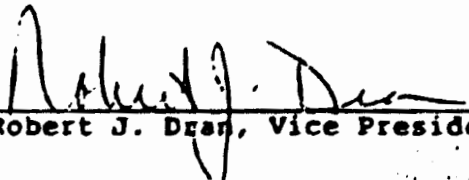
(a) Number of Shares. The total number of shares of all classes of stock which the corporation shall have authority to issue is 110,000,000, consisting of (i) 100,000,000 shares of

Common Stock ("Common Stock"), each share having a par value of \$0.10, and (ii) 10,000,000 shares of Preferred Stock ("Preferred Stock"), each share having a par value of \$0.10.

4. Such Amendments of the Certificate of Incorporation have been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware. The Board of Directors of the Corporation adopted resolutions setting forth these Amendments, declaring their advisability and calling for submission of such Amendments to the stockholders of the Corporation for vote at the Corporation's Annual Meeting of Stockholders. The stockholders approved such Amendments at the Annual Meeting of Stockholders on June 22, 1987. The capital of the Corporation will not be reduced under or by reason of such Amendment.

IN WITNESS THEREOF, COOPERVISION, INC. has caused its corporate seal to be hereunto affixed and this Certificate to be signed by Robert J. Dran, Vice President, and attested by Joseph A. Dornig, Secretary, this 22nd day of June, 1987.

COOPERVISION, INC.


Robert J. Dran, Vice President

ATTEST:


Joseph A. Dornig, Secretary

