

STATE OF CONNECTICUT  
SECRETARY OF THE STATE

We, the incorporators, certify that we hereby associate ourselves as a body politic and corporate under the Stock Corporation Act of the State of Connecticut.

1. The name of the corporation is Photronic Labs Incorporated
2. The nature of the business to be transacted, or the purpose to be promoted or carried out by the corporation, are as follows:
  - a) To engage and participate in the business of precision scientific photography and related processes.
  - b) To purchase or otherwise acquire, own, mortgage, lease, sell, convey or otherwise dispose of or utilize or deal in and with real property, goods, wares, merchandise and personal property of every kind and description and wherever located.
  - c) To carry on any other lawful business whatever in connection with the foregoing, or calculated directly or indirectly, to promote the interests of this corporation, or to enhance the value of its properties; to have, enjoy, and exercise all rights, powers and privileges which are now or may hereafter be conferred upon business corporations organized under the general corporation laws of Connecticut; to do any and all things necessary or proper for the accomplishment of any of the purposes or the attainment of any objects hereinbefore set forth, and in general to do every other act or thing pertaining to the foregoing purposes or powers to the same extent that a natural person might lawfully do in any part of the world.
  - d) The foregoing clauses shall be construed as both objects and powers and the enumeration of specific objects or powers shall not be deemed to limit or restrict in any manner the objects and powers of this corporation. All such objects and powers shall be deemed to be furtherance of and in addition to the general powers conferred by the laws of the State of Connecticut upon business corporations organized

under the general corporation laws of the State.

3. The designation of each class of shares, the authorized number of shares of each such class, and the par value (if any) of each share thereof, are as follows:

Common Stock  
[X] 5,000 Shares  
[X] \$10.00 par value

4. The terms, limitations and relative rights and preferences of each class of shares and series thereof (if any), or an express grant of authority to the board of directors pursuant to Section 33-341, 1959 Supp. Conn. G.S., are as follows:

All Common Stock with equal rights and preferences and no series or special authority.

The minimum amount of stated capital with which the corporation shall commence business is \$9,000.00 NINE THOUSAND AND NO/100 dollars. (Not less than one thousand dollars)

6. Other provisions

The address of the corporation is 20 Ta'Agan Point Road, Danbury, Connecticut.

7. Said corporation is to commence operations immediately and its duration is unlimited.

Dated at Danbury this 24/th/ day of February, 1969

We hereby declare, under the penalties of perjury, that the statements made in the foregoing certificate are true.

NAME OF INCORPORATOR (Print or Type)	NAME OF INCORPORATOR	
(Print or Type)	NAME OF INCORPORATOR (Print or Type)	
1. Armindo J. Rebeiro	2. Gerard P. Keehan	3. Edward
O. Law		

SIGNED (Incorporator)	SIGNED (Incorporator)	SIGNED
(Incorporator)		
1./s/ Armindo J. Rebeiro	2. /s/ Gerard P. Keehan	3. /s/
Edward O. Law		

NAME OF INCORPORATOR (Print or Type)	NAME OF INCORPORATOR	
(Print or Type)	NAME OF INCORPORATOR (Print or Type)	
4. Larry L. Sharp	5. Edward G. Keehan	6. Constantine
S. Macricostas		
SIGNED (Incorporator)	SIGNED (Incorporator)	SIGNED

SECRETARY OF THE STATE

CERTIFICATE AMENDING OR RESTATING CONNECTICUT

SECRETARY OF THE STATE

61-38 Rev. 9/90

Stock Corporation

STATE OF CONNECTICUT

SECRETARY OF THE STATE

30 TRINITY STREET

HARTFORD, CT 06106

1. Name of Corporation (Please enter name within lines)

**PHOTRONICS, INC.**

2. The Certificate of Incorporation is: (Check one)

A. Amended only, pursuant to Conn. Gen. Stat. Section 33-360.

B. Amended only, to cancel authorized shares (state number of shares to be cancelled, the class, the series, if any, and the par value.

**P.A. 90-107.)**

C. Restated only, pursuant to Conn. Gen. Stat. Section 33-362(a)

D. Amended and restated, pursuant to Conn. Gen. Stat. Section 33-362(c).

E. Restated and superseded pursuant to Conn. Gen. Stat. Section 33-362(d).

Set forth here the resolution of amendment and/or restatement. Use an 8 1/2x11 attached sheet if more space is needed. Conn. Gen. Stat. Section 1-9.

RESOLVED, that the Certificate of Incorporation be amended by striking the first paragraph of Article Third in its entirety and substituting therefor the following:

3) The aggregate number of shares which the Corporation shall have the authority to issue is 22,000,000 shares, of which 2,000,000 shares shall be shares of Preferred Stock having a par value of \$0.01 per share (hereinafter called "Preferred Stock") and 20,000,000 shares shall be shares of Common Stock having a par value of \$0.01 per share (hereinafter called "Common Stock").

(If 2A or 2B is checked, go to 5 & 6 to complete this certificate. If 2C or 2D is checked, complete 3A or 3B. If 2E is checked, complete 4.)

3. (Check one)

A. This Certificate purports merely to restate but not to change the provisions of the original Certificate of Incorporation as supplemented and amended to date, and there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented and amended to date, and the provisions of this Restated Certificate of Incorporation. (If 3A is checked, go to 5 & 6 to complete this certificate.).

B. This Restated Certificate of Incorporation shall give effect to the amendment(s) and purports to restate all those provisions now in effect not being amended by such new amendment(s). (If 3B is checked, check 4, if true, and go to 5 & 6 to complete this Certificate.)

4. (Check, if true)

This restated Certificate of Incorporation was adopted by the greatest vote which would have been required to amend any provision of the Certificate of Incorporation as in effect before such vote and supersedes such Certificate of Incorporation.

**(CONN. - 1414 - 3/9/92)**