

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "HOLOGIC, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF JANUARY, A.D. 1990, AT 9 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE EIGHTH DAY OF MARCH, A.D. 1990, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 1996, AT 9:30 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2002, AT 5 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-FIRST DAY OF OCTOBER, A.D. 2002, AT 11:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTEENTH DAY OF NOVEMBER, A.D. 2005, AT 12:36 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2006, AT 2:30 O'CLOCK P.M.

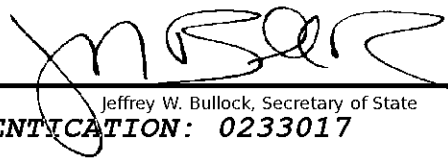
CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SECOND DAY OF



2219600 8100H

130210926

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0233017

DATE: 02-21-13

Delaware

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The First State

OCTOBER, A.D. 2007, AT 8:03 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE
FIFTEENTH DAY OF JANUARY, A.D. 2008, AT 10:55 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE ELEVENTH DAY OF MARCH,
A.D. 2008, AT 3:35 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE THIRD DAY OF APRIL,
A.D. 2008, AT 10 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FOURTH DAY OF
MARCH, A.D. 2010, AT 5:58 O'CLOCK P.M.

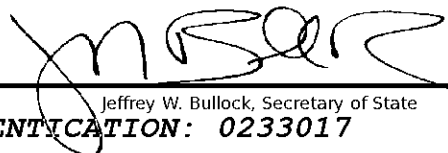
CERTIFICATE OF DESIGNATION, FILED THE SECOND DAY OF JANUARY,
A.D. 2013, AT 11:52 O'CLOCK A.M.

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

2219600 8100H

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0233017

DATE: 02-21-13

FILEDCERTIFICATE OF INCORPORATIONOFHOLOGIC, INC.

JUN 18 1990

[Signature] *gam*
SECRETARY OF STATE

The undersigned, a natural person, for the purposes of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and generally known as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is Hologic, Inc.

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 32 Loockerman Square, Suite L-100, City of Dover, County of Kent, Delaware 19901; and the name of the registered agent of the Corporation in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The nature of the business and the purposes to be conducted and promoted by the Corporation, shall be (a) to engage in the manufacture, sale, research and development of medical products and (b) any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH:

(a) The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 10,000,000 shares of Common Stock, \$.01 par value per share ("Common Stock"), and (ii) 1,622,685 shares of Preferred Stock, \$.01 par value per share (the "Preferred Stock").

(b) The Preferred Stock may be issued and designated by the Board of Directors, in one or more classes or series and with such rights, powers, preferences and terms and at such times and for such consideration as the Board of Directors shall determine, without further stockholder action. With respect to each class or series of Preferred Stock, prior to issuance, the Board of Directors by resolution shall designate that class or series to distinguish it from other classes and series of stock of the Corporation, shall specify the number of shares to be included in the class or series, and shall fix the rights,

powers, preferences and terms of the shares of the class or series, including, but without limitation: (i) the dividend rate, which may be fixed or variable, its preference as to any other class or series of capital stock, and whether dividends will be cumulative or noncumulative; (ii) whether the shares are to be redeemable and, if so, at what times and prices (which price or prices may, but need not, vary according to the time or circumstances of such redemption) and on what other terms and conditions; (iii) the terms and amount of any sinking fund provided for the purchase or redemption of the shares; (iv) whether the shares shall be convertible or exchangeable and, if so, the times, prices, rates, adjustments and other terms of such conversion or exchange; (v) the voting rights, if any, applicable to the shares in addition to those prescribed by law; (vi) the restrictions and conditions, if any, on the issue or reissue of any additional shares of such class or series or of any other class or series of Preferred Stock ranking on a parity with or prior to the shares of such class or series; (vii) whether, and the extent to which, any of the rights, powers, preferences and terms of any such class or series may be made dependent upon facts ascertainable outside of the Certificate of Incorporation or outside the resolution or resolutions providing for the issuance of such class or series by the Board of Directors, provided that the manner in which such facts shall operate is clearly set forth in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors; and (viii) the rights of the holders of such shares upon voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

FIFTH: The name and the mailing address of the incorporator(s) are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ann C. Brachman	Brown, Rudnick, Freed & Gesmer One Financial Center Boston, MA 02111

SIXTH: The name and the mailing address of the directors of the Corporation, each of whom shall serve until the first annual meeting of shareholders and until his or her successor is elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
S. David Ellenbogen	300 Bear Hill Road Waltham MA 02154
Jay A. Stein	300 Bear Hill Road Waltham MA 02154
Esther Sharp	One Post Office Square Suite 3800 Boston MA 02109

SEVENTH: The Corporation shall have perpetual existence.

EIGHTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agrees to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

NINTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

(a) The business of the Corporation shall be conducted by the officers of the Corporation under the supervision of the Board of Directors.

(b) The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-Laws. No election of Directors need be by written ballot.

(c) The Board of Directors of the Corporation may adopt, amend or repeal the By-Laws of the Corporation at any time after the original adoption of the By-Laws according to Section 109 of the General Corporation Law of the State of Delaware; provided, however, that any amendment to provide for the classification of directors of the Corporation for staggered terms pursuant to the provisions of subsection (d) of Section 141

of the General Corporation Law of the State of Delaware shall be set forth in an amendment to this Certificate of Incorporation, in an initial By-Law, or in a By-Law adopted by the stockholders of the Corporation entitled to vote.

TENTH:

(a) The Corporation may, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(b) No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for 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) pursuant to Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this paragraph (b) of this Article Tenth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment.

ELEVENTH: From time to time, subject to the provisions of this Certificate of Incorporation (including without limitation the provisions of paragraph (d) of Article Twelfth and of Article Fourteenth), any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article Eleventh.

TWELFTH:

(a) Any direct or indirect purchase or other acquisition in one or more transactions by the Corporation or any Subsidiary of any of the outstanding Voting Stock of any class from any one or more individuals or entities known by the Corporation to be a Related Person, who has beneficially owned such security or right for less than two years prior to the date of such purchase, at a price in excess of the Fair Market Value shall, except as hereinafter provided, require the affirmative vote of the holders of at least two-thirds of the shares of Voting Stock, voting as a single class, excluding any votes cast with respect to shares of Voting Stock beneficially owned by such Related Person. Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified by law or any agreement with any national securities exchange, or otherwise, but no such affirmative vote shall be required with respect to any purchase or other acquisition of securities made as part of (i) a tender or exchange offer by the Corporation to purchase securities of the same class made on the same terms to all holders of such securities and complying with the applicable requirements of the Exchange Act and the rules and regulations thereunder, or any successor rule or regulation or (ii) pursuant to an open-market purchase program conducted in accordance with the requirements of Rule 10b-18 promulgated by the Securities and Exchange Commission pursuant to the Exchange Act or any successor rule or regulation.

(b) A majority of the Continuing Directors shall have the power and duty to determine, on the basis of information known to them after reasonable inquiry, all facts necessary to determine compliance with this Article Twelfth including, without limitation, (i) whether a person is a Related Person, (ii) the number of shares of Voting Stock beneficially owned by any person and (iii) whether a price is in excess of Fair Market Value.

(c) Nothing contained in this Article Twelfth shall be construed to relieve any Related Person from any fiduciary obligation imposed by law.

(d) Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least two-thirds of the outstanding shares of Voting Stock, voting together as a single class, shall be required to alter, change, amend, repeal or adopt any provision inconsistent with this Article Twelfth.

THIRTEENTH: The Board of Directors of the Corporation, when evaluating any offer of another Person to (a) purchase or exchange any securities or property for any outstanding equity securities of the Corporation, (b) merge or consolidate the Corporation with another corporation, or (c) purchase or

otherwise acquire all or substantially all of the properties and assets of the Corporation, shall in connection with the exercise of its judgment in determining what is in the best interests of the Corporation and its stockholders, give due consideration not only to the price or other consideration being offered, but also to all other relevant factors, including but without limitation, the interests of the Corporation's employees, suppliers, creditors and customers, the economy of the state, region and nation, community and societal considerations, and the long-term and short-term interests of the Corporation and its stockholders, including the possibility that these interests may be best served by the continued independence of the Corporation.

FOURTEENTH: Except as otherwise provided in this Certificate of Incorporation, the By-laws, any designation of terms pursuant to Section 151 of the General Corporation Law of the State of Delaware, any vote required by stockholders pursuant to said General Corporation Law, other than the election of directors (which shall not be affected by this provision), shall be effective if recommended by a majority of the Continuing Directors and the vote of a majority of each class of stock outstanding and entitled to vote thereon; and if not recommended by a majority of the Continuing Directors, then by the vote of 80% of each class of stock outstanding and entitled to vote thereon.

FIFTEENTH:

Definitions

The following definitions shall apply for the purpose of Articles Twelfth, Thirteenth and Fourteenth only:

(a) "Affiliate" shall have the meaning given such term in Rule 12b-2 under the Exchange Act.

(b) "Associate" shall have the meaning given such term in Rule 12b-2 under the Exchange Act.

(c) "Continuing Director" shall mean any member of the Board of Directors who is not an Affiliate of any Related Person and who was a member of the Board of Directors prior to the time that any such Related Person became a Related Person, and any successor of a Continuing Director who is unaffiliated with any Related Person and is recommended to succeed a Continuing Director by a majority of the Continuing Directors then on the Board of Directors. Notwithstanding the above, a majority of the then existing Continuing Directors can deem a new director to be a Continuing Director, even though such person is Affiliated with a Related Person.

(d) "Exchange Act" shall mean the Securities Exchange Act of 1934, as amended, from time to time.

(e) "Fair Market Value" shall mean: (i) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the principal United States securities exchange registered under the Exchange Act on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the National Association of Securities Dealers, Inc. Automated Quotations System or any system then in use or, if no such quotations are available, the fair market value on the date in question of a share of such stock as determined by the Board of Directors in good faith; and (ii) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined by the Board of Directors in good faith.

(f) "Massachusetts Predecessor" shall mean Hologic, Inc., a Massachusetts corporation.

(g) "Merger Date" shall mean the date upon which the Massachusetts predecessor merges with and into the Corporation.

(h) "Person" shall mean any individual, firm, corporation or other entity.

(i) "Related Person" shall mean any Person (other than the Corporation, any Subsidiary or any individual who was a stockholder of the Corporation's Massachusetts Predecessor on December 31, 1985) which, together with its Affiliates and Associates and with any other Person (other than the Corporation, any Subsidiary or any individual who was a stockholder of the Corporation's Massachusetts Predecessor on December 31, 1985) with which it or they have entered into, after the Merger Date, any agreement, arrangement or understanding with respect to acquiring, holding or disposing of Voting Stock, acquires beneficial ownership (as defined in Rule 13d-3 of the Exchange Act, except that such term shall include any Voting Stock which such person has the right to acquire, whether or not such right may be exercised within 60 days), directly or indirectly of more than 5% of the voting power of the outstanding Voting Stock after the Merger Date.

(j) "Subsidiary" shall mean any corporation in which a majority of the capital stock entitled to vote generally in the election of directors is owned, directly or indirectly, by the Corporation.

(k) "Voting Stock" shall mean all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors.

Signed on the 18th day of January, 1990.


Ann C. Brachman, Incorporator

pjf/hologic/af5

AGREEMENT OF MERGER

909067002

MAR 8 1990

9 A.M.

Handwritten signature
SECRETARY OF STATE

AGREEMENT OF MERGER entered into this 23rd day of January, 1990 between Hologic, Inc. a Massachusetts corporation ("Parent"), and Hologic, Inc., a Delaware corporation ("Subsidiary").

RECITALS:

WHEREAS, the authorized capital stock of Parent consists of: (i) 4,000,000 shares of Common Stock, \$.01 par value per share ("Parent Common Stock"), 1,110,625 of which are issued and outstanding as of the date hereof; and (ii) 1,622,685 shares of Preferred Stock, \$.01 par value per share of which (A) 187,500 shares have been designated shares of Series A Preferred Stock, all of which are issued and 152,433 shares of which are outstanding on the date hereof ("Parent A Preferred Stock"), (B) 1,250,000 shares of which have been designated Series B Preferred Stock all of which are issued and outstanding as of the date hereof, ("Parent B Preferred Stock"), and (C) 185,185 shares of which have been designated Series C Preferred Stock all of which are issued and outstanding as of the date hereof ("Parent C Preferred Stock").

WHEREAS, the authorized capital stock of Subsidiary consists of: 10,000,000 shares of Common Stock, \$.01 par value per share ("Subsidiary Common Stock"), 100 of which are issued and outstanding and held by Parent as of the date hereof and 1,622,685 shares of Preferred Stock, \$.01 par value per share, none of which are issued and outstanding on the date hereof.

WHEREAS, the parties deem it advisable and in the best interests of such corporations and their stockholders that Parent be merged with and into Subsidiary (the "Merger") in accordance with the provisions of the Massachusetts Business Corporation Law ("MBCL") and the Delaware General Corporation Law ("DGCL") and desire to state herein the mode of carrying the same into effect and certain other details and provisions of the Merger;

NOW, THEREFORE, in consideration of the premises and the agreements herein contained, the parties agree as follows:

1. Constituent Corporations and Merger. Parent shall be merged into Subsidiary and Subsidiary shall be the surviving corporation (the "Surviving Corporation").

2. Surviving Corporation.

(a) The name by which the Surviving Corporation shall be known is: Hologic, Inc.

(b) The corporate purposes of the Surviving Corporation shall be the purposes set forth in the Certificate of Incorporation of Subsidiary.

(c) The Certificate of Incorporation and By-Laws of the Surviving Corporation shall be the Certificate of Incorporation and By-Laws of Subsidiary.

(d) The officers and directors of the Surviving Corporation shall be those of Subsidiary on the date hereof, and shall be set forth in the Articles of Merger filed with the Secretary of State of the Commonwealth of Massachusetts.

3. Effective Time. Simultaneously with or as soon as practicable after the closing of a public offering of Subsidiary Common Stock, at an initial public offering price of at least \$2.70 per share pursuant to an effective registration statement under the Securities Act of 1933, as amended, resulting in not less than \$5,000,000 of gross proceeds to Subsidiary, (i) a Certificate of Merger and/or an executed counterpart of this Agreement, shall be filed with the Secretary of State of Delaware pursuant to the applicable provisions of the DGCL and (ii) the Articles of Merger shall be filed with the Secretary of State of the Commonwealth of Massachusetts pursuant to the applicable provisions of the MBCL. The Merger shall become effective when the Certificate of Merger and the Articles of Merger are filed in the Offices of the Secretary of State of Delaware and the Secretary of State of the Commonwealth of Massachusetts, respectively (the "Effective Time").

4. Effect of Merger. From and after the Effective Time, the effect of the Merger shall be as provided in Section 80 of the MBCL and Sections 252 and 259 of the DGCL, including the following: (i) the separate corporate existence of Parent shall cease and all of its assets, property, rights and powers as well as all debts due it and all choses in action belonging to it shall be transferred to and vested in the Subsidiary as the Surviving Corporation without further act or deed; and (ii) Subsidiary as the Surviving Corporation shall continue in existence and retain all of its assets, property, leasehold interests, rights and powers as well as all debts due it and all choses in action belonging to it without impairment; and, further, the rights of creditors of Parent, lessors of property leased by Parent and parties contracting with Parent shall not in any manner be impaired by the Merger, and Subsidiary as the Surviving Corporation shall remain liable for all of its liabilities and obligations existing prior to the Effective Time and shall be deemed to have assumed the obligations of Parent existing prior to the Effective Time to the same extent as if Subsidiary had itself incurred such obligations.

5. Further Assurance. If at any time Parent shall consider or be advised that any acknowledgements or further assurances or assignments in law or other similar actions are necessary or desirable to acknowledge, confirm, vest or perfect in and to the Surviving Corporation any rights, title or interests of Parent, or otherwise to carry out the provisions hereof, Parent and its respective officers and directors shall and will execute and deliver any and all such acknowledgements, assurances or assign-

ments in law, and do all things necessary or proper to acknowledge, confirm, vest or perfect such rights, title or interests in the Surviving Corporation, and to otherwise carry out the provisions of this Agreement.

6. Statutory Agent. From and after the Effective Time, until thereafter changed as permitted by law, the Secretary of State of the Commonwealth of Massachusetts shall serve as the statutory agent of the Surviving Corporation upon whom any process, notice or demand against either Parent or the Surviving Corporation may be served for any prior obligations for so long as any liability remains outstanding against Parent or the Surviving Corporation in the Commonwealth of Massachusetts.

7. Conversion of Shares.

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, (i) each share of Parent Common Stock, Parent B Preferred Stock and Parent C Preferred Stock issued and outstanding shall be converted into and be deemed to become one (1) share of Subsidiary Common Stock, and (ii) each share of Parent A Preferred Stock issued and outstanding shall be converted into the right to receive ten dollars (\$10.00) (the "Series A Redemption Price"). In addition, each presently outstanding option or warrant to purchase Parent Common Stock shall be converted into an option or warrant to purchase one (1) share of Subsidiary Common Stock at an exercise price per share equal to the exercise price of the option or warrant to purchase Parent Common Stock and otherwise shall be on the same terms and conditions.

(b) From and after the Effective Time, (i) each certificate theretofore representing shares of issued and outstanding Parent Common Stock, Parent B Preferred Stock and Parent C Preferred Stock shall, upon surrender to Subsidiary, entitle the holder to receive in exchange therefor a certificate or certificates representing the number of shares of Subsidiary Common Stock into which the stock theretofore represented by the certificate so surrendered shall have been converted in accordance with the paragraph above, and (ii) each certificate theretofore representing shares of issued and outstanding Parent A Preferred Stock shall, upon surrender to Subsidiary, entitle the holder to receive in exchange therefor the Series A Redemption Price calculated in accordance with the paragraph (a) above.

(c) Each share, if any, of capital stock held in Parent's treasury at the Effective Time shall automatically be cancelled.

(d) At the Effective Time, the 100 shares of Subsidiary Common Stock presently issued and outstanding and held by Parent shall be cancelled.

8. Dissenter's Rights. Any holder of record of shares of Parent's capital stock who shall, at or before the taking of the vote of Parent stockholders to adopt this Agreement of Merger and the Merger contemplated hereby, have filed with Subsidiary written objection and not have voted for the Merger and who shall have, after the taking of such vote, properly demanded payment for such shares in accordance with Section 89 of the MBCL, shall not thereafter have any rights as a stockholder except as provided in Section 96 of the MBCL.

9. Abandonment. This Agreement may be terminated and the Merger abandoned by the mutual consent of the Boards of Directors of Parent and Subsidiary at any time prior to the filing date with the Delaware Secretary of State and the Massachusetts Secretary of State, whether or not at the time of such termination and abandonment this Agreement has been adopted by the stockholders of Parent.

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to execute this Agreement of Merger effective as of the date first above written.

HOLOGIC, INC., a Massachusetts
Corporation

By: S. David Ellenbogen
S. David Ellenbogen
President

A T T E S T:

Philip J. Flink
Philip J. Flink,
Assistant Clerk

HOLOGIC, INC., a Delaware
Corporation

By: S. David Ellenbogen
S. David Ellenbogen,
President

A T T E S T:

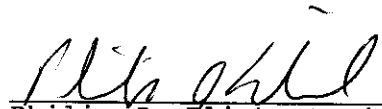
Philip J. Flink
Philip J. Flink,
Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY OF
HOLOGIC, INC.

The undersigned, being the Assistant Secretary of Hologic, Inc., a Delaware corporation, does hereby certify that

1. The holder of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and the sole stockholder entitled to vote consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Agreement of Merger.

Dated: March 8, 1990



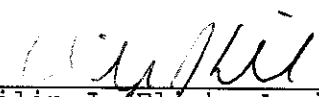
Philip J. Flink, Assistant Secretary
of Hologic, Inc.

CERTIFICATE OF ASSISTANT CLERK OF
HOLOGIC, INC.

The undersigned, being the Assistant Clerk of Hologic, Inc., a Massachusetts corporation, does hereby certify that

1. The holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Section 43 of Chapter 156B of the Massachusetts General Laws, to the adoption of the foregoing Agreement of Merger.

Dated: March 8, 1990



Philip J. Flink, Assistant Clerk of
Hologic, Inc.

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Hologic, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Hologic, Inc., resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED: That it is advisable and in the best interests of the corporation to amend the Certificate of Incorporation of the corporation so that the first paragraph of Article Fourth shall read in its entirety as follows:

- (a) The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 30,000,000 shares of Common Stock, \$.01 par value per share ("Common Stock"), and (ii) 1,622,685 shares of Preferred Stock, \$.01 par value per share ("Preferred Stock").

SECOND: That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Hologic, Inc. has caused this Certificate to be signed by S. David Ellenbogen, its Chairman, this 27th day of February, 1996.

HOLOGIC, INC.

By: /s/ S. David Ellenbogen
Name: S. David Ellenbogen
Title: Chairman

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

FLUOROSCAN IMAGING SYSTEMS, INC.

(A Delaware Corporation)

INTO

HOLOGIC, INC.

(A Delaware Corporation)

(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)

Hologic, Inc., a Delaware corporation (the "Corporation"), does hereby certify that:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation is the owner of all the issued and outstanding shares of the capital stock of Fluoroscans Imaging Systems, Inc., a Delaware corporation (the "Subsidiary").

THIRD: That the Corporation, by the following resolutions dated September 27, 2002, duly adopted by the unanimous written consent of the Board of Directors of the Corporation, determined to, effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, merge into itself the Subsidiary on the conditions set forth in such resolutions:

WHEREAS, this Corporation is the legal and beneficial owner of 100% of the issued and outstanding shares of the common stock (the "Common Stock") of Fluoroscans Imaging Systems, Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, said Common Stock is the only issued and outstanding class of stock of the Subsidiary; and

WHEREAS, this Corporation desires to merge into itself the Subsidiary pursuant to the provisions of Section 253 of the Delaware General Corporation Law;

NOW, THEREFORE it is:

RESOLVED: That effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of Delaware, this Corporation merge into itself the Subsidiary, and assume all of said Subsidiary's obligations (the "Merger").

RESOLVED: That the Chairman of the Board, President and Vice President – Finance be, and each of them acting alone hereby is, authorized and directed to execute, deliver and acknowledge, in the name and on behalf of the Corporation, a Certificate of Ownership and Merger and any other certificates or agreements as may be required by the laws of the State of Delaware setting forth a copy of the resolution to merge said Subsidiary into this Corporation and to assume said Subsidiary's liabilities and obligations and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the State of Delaware and in any other appropriate jurisdiction, necessary or proper to effect the Merger, such execution, delivery or actions to be conclusive evidence of his or their authority pursuant to this resolution.

IN WITNESS WHEREOF, the undersigned, being the Vice President-Finance of the Corporation, a duly authorized officer of the Corporation, does hereby execute this Certificate of Ownership and Merger and so certify, affirm and acknowledge under penalties of perjury that this is his free act and deed and that the facts stated herein are true, this 27th day of September, 2002.

HOLOGIC, INC.

By: /s/ Glenn P. Muir
Glenn P. Muir, Vice President-Finance

CERTIFICATE OF DESIGNATIONS

of

SERIES A JUNIOR PARTICIPATING PREFERRED STOCK

of

HOLOGIC, INC.

(Pursuant to Section 151 of the
Delaware General Corporation Law)

Hologic, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (hereinafter called the "Corporation"), hereby certifies that the following resolution was adopted by the Board of Directors of the Corporation as required by Section 151 of the General Corporation Law at a meeting duly called and held on September 17, 2002:

RESOLVED, that pursuant to the authority granted to and vested in the Board of Directors of this Corporation (hereinafter called the "Board of Directors" or the "Board") in accordance with the provisions of the Certificate of Incorporation of the Corporation, the Board of Directors hereby designates 30,000 shares of the Corporation's Preferred Stock, par value \$0.01 per share, as "Series A Junior Participating Preferred Stock" of the Corporation and hereby states the designation and number of shares, and fixes the relative rights, preferences, and limitations thereof as follows:

Series A Junior Participating Preferred Stock:

Section 1. Designation and Amount. The shares of this series shall be designated as "Series A Junior Participating Preferred Stock" and the number of shares constituting the Series A Junior Participating Preferred Stock shall be 30,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, that no decrease shall reduce the number of shares of Series A Junior Participating Preferred Stock to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities issued by the Corporation convertible into Series A Junior Participating Preferred Stock.

Section 2. Dividends and Distributions.

(A) Subject to the rights of the holders of any shares of any series of Preferred Stock (or any other stock) ranking prior and superior to the Series A Junior Participating Preferred Stock with respect to dividends, the holders of shares of Series A Junior Participating Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the last day of March, June, September and December in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Junior Participating Preferred Stock, in an amount (if any) per share (rounded to the nearest cent), subject to the provision for adjustment hereinafter set forth, equal to 1000 times the aggregate per share amount of all cash dividends, and 1000 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions, other than a dividend payable in shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of the Company or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock since the immediately preceding Quarterly Dividend Payment Date or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Junior Participating Preferred Stock. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount to which holders of shares of Series A Junior Participating Preferred Stock were entitled immediately prior to such event under the preceding sentence shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The Corporation shall declare a dividend or distribution on the Series A Junior Participating Preferred Stock as provided in paragraph (A) of this Section immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock).

(C) Dividends due pursuant to paragraph (A) of this Section shall begin to accrue and be cumulative on outstanding shares of Series A Junior Participating Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Junior Participating Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Junior Participating Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such

shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Junior Participating Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than 60 days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of shares of Series A Junior Participating Preferred Stock shall have the following voting rights:

(A) Subject to the provision for adjustment hereinafter set forth, each share of Series A Junior Participating Preferred Stock shall entitle the holder thereof to 1000 votes on all matters submitted to a vote of the stockholders of the Corporation. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the number of votes per share to which holders of shares of Series A Junior Participating Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) Except as otherwise provided in the Certificate of Incorporation of the Company, including any other Certificate of Designations creating a series of Preferred Stock or any similar stock, or by law, the holders of shares of Series A Junior Participating Preferred Stock and the holders of shares of Common Stock and any other capital stock of the Corporation having general voting rights shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(C) Except as set forth herein, or as otherwise provided by law, holders of Series A Junior Participating Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

(D) If, at the time of any annual meeting of stockholders for the election of directors, the equivalent of six quarterly dividends (whether or not consecutive) payable on any share or shares of Series A Junior Participating Preferred Stock are in default, the number of directors constituting the Board of Directors of the Corporation shall be increased by two. In addition to voting together with the holders of Common Stock for the election of other directors of the Corporation, the holders of record of the Series A Junior Participating Preferred Stock, voting separately as a class to the exclusion of the holders of Common Stock, shall be entitled at said meeting of stockholders (and at each subsequent annual meeting of stockholders), unless all dividends in arrears on the Series A Junior Participating Preferred Stock have been paid or declared and set apart for payment prior thereto, to vote for the election of two directors of the Corporation, the holders of any Series A Junior Participating Preferred Stock being entitled to cast a number of votes per share of Series A Junior Participating Preferred Stock as is specified in paragraph (A) of this Section 3. Until the default in payments of all dividends which

permitted the election of said directors shall cease to exist, any director who shall have been so elected pursuant to the provisions of this Section 3(D) may be removed at any time, without cause, only by the affirmative vote of the holders of the shares of Series A Junior Participating Preferred Stock at the time entitled to cast a majority of the votes entitled to be cast for the election of any such director at a special meeting of such holders called for that purpose, and any vacancy thereby created may be filled by the vote of such holders. If and when such default shall cease to exist, the holders of the Series A Junior Participating Preferred Stock shall be divested of the foregoing special voting rights, subject to retesting in the event of each and every subsequent like default in payments of dividends. Upon the termination of the foregoing special voting rights, the terms of office of all persons who may have been elected directors pursuant to said special voting rights shall forthwith terminate, and the number of directors constituting the Board of Directors shall be reduced by two. The voting rights granted by this Section 3(D) shall be in addition to any other voting rights granted to the holders of the Series A Junior Participating Preferred Stock in this Section 3.

Section 4. Certain Restrictions.

(A) Whenever quarterly dividends or other dividends or distributions payable on the Series A Junior Participating Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Junior Participating Preferred Stock outstanding shall have been paid in full, the Corporation shall not:

(i) declare or pay dividends, or make any other distributions, on any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock;

(ii) declare or pay dividends, or make any other distributions, on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Participating Preferred Stock, except dividends paid ratably on the Series A Junior Participating Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled; or

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such junior stock in exchange for shares of any stock of the Corporation ranking junior (as to dividends and upon dissolution, liquidation or winding up) to the Series A Junior Participating Preferred Stock.

(B) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any shares of Series A Junior Participating Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to any conditions and restrictions on issuance set forth herein.

Section 6. Liquidation, Dissolution or Winding Up.

(A) Upon any liquidation, dissolution or winding up of the Corporation the holders of shares of Series A Junior Participating Preferred Stock shall be entitled to receive an aggregate amount per share, subject to the provision for adjustment hereinafter set forth, equal to 1000 times the aggregate amount to be distributed per share to holders of shares of Common Stock plus an amount equal to any accrued and unpaid dividends (the "Series A Liquidation Preference"). In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the aggregate amount to which holders of shares of Series A Junior Participating Preferred Stock were entitled immediately prior to such event under the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) In the event, however, that there are not sufficient assets available to permit payment in full of the Series A Liquidation Preference and the liquidation preferences of all other classes and series of stock of the Corporation, if any, that rank on a parity with the Series A Junior Participating Preferred Stock in respect thereof, then the assets available for such distribution shall be distributed ratably to the holders of the Series A Junior Participating Preferred Stock and the holders of such parity shares in proportion to their respective liquidation preferences.

(C) Neither the merger or consolidation of the Corporation into or with another entity nor the merger or consolidation of any other entity into or with the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Section 6.

Section 7. Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case each share of Series A Junior Participating Preferred Stock shall at the same time be similarly exchanged or changed into an amount per share, subject to the provision for adjustment hereinafter set forth, equal to 1000 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or

effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A Junior Participating Preferred Stock shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 8. Redemption. The shares of Series A Junior Participating Preferred Stock shall not be redeemable.

Section 9. Ranking. Unless otherwise provided in the Certificate of Incorporation or a Certificate of Designations relating to a subsequently-designated series of preferred stock of the Corporation, the Series A Junior Participating Preferred Stock shall rank junior to any other series of the Corporation's preferred stock subsequently issued, as to the payment of dividends and the distribution of assets on liquidation, dissolution or winding up and shall rank senior to the Common Stock.

Section 10. Amendment. The Certificate of Incorporation of the Corporation shall not be amended in any manner, including in a merger or consolidation, which would alter, change, or repeal the powers, preferences or special rights of the Series A Junior Participating Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least two-thirds of the outstanding shares of Series A Junior Participating Preferred Stock, voting together as a single class.

Section 11. Fractional Shares. Series A Junior Participating Preferred Stock may be issued in whole shares or in any fraction of a share that is one one-thousandth of a share or any integral multiple of such fraction, which shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Junior Participating Preferred Stock.

IN WITNESS WHEREOF, this Certificate of Designations is executed on behalf of the Corporation by its Treasurer this 15th day of October, 2002.

HOLOGIC, INC.

By: /s/Glenn P. Muir

Glenn P. Muir

Treasurer and Executive Vice President
Finance and Administration

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Hologic, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Hologic, Inc., resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED: That it is advisable and in the best interests of the corporation to amend the Certificate of Incorporation of the corporation so that the first paragraph of Article Fourth shall read in its entirety as follows:

(a) The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 90,000,000 shares of Common Stock, \$.01 par value per share ("Common Stock"), and (ii) 1,622,685 shares of Preferred Stock, \$.01 par value per share ("Preferred Stock"), of which 30,000 shares have been designated Series A Junior Participating Preferred Stock ("Series A Preferred Stock").

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Hologic, Inc. has caused this Certificate to be signed by Glenn P. Muir, its Executive Vice President, this 15th day of November, 2005.

HOLOGIC, INC.

By: /s/Glenn P. Muir

Name: Glenn P. Muir

Title: Executive Vice President

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**STATE OF DELAWARE
CERTIFICATE OF CHANGE
OF REGISTERED AGENT AND/OR
REGISTERED OFFICE**

The Board of Directors of HOLOGIC, INC.,
a Delaware Corporation, on this 28th day of
DECEMBER, A.D. 2005, do hereby resolve and order that the
location of the Registered Office of this Corporation within this State be, and the
same hereby is 600 TECHNOLOGY DRIVE
Street, in the City of NEWARK,
County of NEW CASTLE Zip Code 19702.

The name of the Registered Agent therein and in charge thereof upon whom
process against this Corporation may be served, is CARLENE WEST

The Corporation does hereby certify that the foregoing is a true copy of a
resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be
signed by an authorized officer, the 28th day of DECEMBER,
A.D., 2005.

By: Robert H. Lavallee
Authorized Officer

Name: Robert H. Lavallee
Print or Type

Title: VP, Corp. Controller & CAO

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:03 AM 10/22/2007
FILED 08:03 AM 10/22/2007
SRV 071137102 - 2219600 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Hologic, Inc., a corporation organized and existing under and by virtue of the
General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Hologic, Inc. held on May
19, 2007, resolutions were duly adopted setting forth a proposed amendment to the
Certificate of Incorporation of said corporation, declaring said amendment to be
advisable and calling a meeting of the stockholders of said corporation for consideration
thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED: That it is advisable and in the best interests of the corporation to
amend the Certificate of Incorporation of the corporation so that the first paragraph of
Article Fourth shall read in its entirety as follows:

(a) The total number of shares of all classes of stock which the
Corporation shall have authority to issue is (i) 300,000,000 shares
of Common Stock, \$.01 par value per share ("Common Stock"),
and (ii) 1,622,685 shares of Preferred Stock, \$.01 par value per
share ("Preferred Stock"), of which 30,000 shares have been
designated Series A Junior Participating Preferred Stock ("Series
A Preferred Stock").

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a
special meeting of the stockholders of said corporation was duly called and held, on
October 18, 2007, upon notice in accordance with Section 222 of the General
Corporation Law of the State of Delaware at which meeting the necessary number of
shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Hologic, Inc. has caused this Certificate to be signed by Glenn P. Muir, its Executive Vice President, this 22 day of October, 2007.

HOLOGIC, INC.

By: 
Name: Glenn P. Muir
Title: Executive Vice President

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**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT
OF
HOLOGIC, INC.**

It is hereby certified that:

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


HOLOGIC, 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 12/4/07, 2007


Name: Robert H. Lavellee
Title: Sr. VP + CAO

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Hologic, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Hologic, Inc. held on January 11, 2008, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED: That it is advisable and in the best interests of the corporation to amend the Certificate of Incorporation of the corporation so that the first paragraph of Article Fourth shall read in its entirety as follows:

(a) The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 750,000,000 shares of Common Stock, \$.01 par value per share ("Common Stock"), and (ii) 1,622,685 shares of Preferred Stock, \$.01 par value per share ("Preferred Stock"), of which 30,000 shares have been designated Series A Junior Participating Preferred Stock ("Series A Preferred Stock").

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a annual meeting of the stockholders of said corporation was duly called and held, on March 11, 2008, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Hologic, Inc. has caused this Certificate to be signed by Glenn P. Muir, its Executive Vice President, this 11th day of March, 2008.

HOLOGIC, INC.

By: /s/ Glenn P. Muir
Name: Glenn P. Muir
Title: Executive Vice President

**AMENDED AND RESTATED
CERTIFICATE OF DESIGNATIONS**

of

SERIES A JUNIOR PARTICIPATING PREFERRED STOCK

of

HOLOGIC, INC.

(Pursuant to Section 151 of the Delaware General Corporation Law)

Pursuant to Section 151 of the General Corporation Law of Delaware (the "DGCL"), the undersigned officer of Hologic, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (hereinafter called the "Corporation"), in accordance with the provisions of Section 103 of DGCL hereby certifies:

1. That pursuant to the authority granted to and vested in the Board of Directors of this Corporation (hereinafter called the "Board of Directors" or the "Board") in accordance with the provisions of the Certificate of Incorporation of the Corporation, the Board of Directors adopted on September 17, 2002, and by a Certificate of Designations of Series A Junior Participating Preferred Stock filed in this office of the Secretary of State of Delaware on October 21, 2002 the Corporation authorized the issuance of 30,000 shares of the Corporation's Series A Junior Participating Preferred Stock and established the voting provisions, designations, preferences, participating and other rights, and the qualifications, limitations and restrictions thereof.

2. That no Shares of Series A Junior Participating Preferred Stock of the Corporation have been issued.

3. That pursuant to the authority conferred upon the Board of Directors by the Corporation's Certificate of Incorporation, as amended (the "Certificate of Incorporation"), and Section 151(g) of DGCL, on March 11, 2008, the Board of Directors adopted the following resolution amending and restating, effective upon the date this Amended and Restated Certificate of Designations of Series A Junior Participating Preferred Stock is filed in the office of the Secretary of State of the State of Delaware, the provisions of the Certificate of Designation of Series A Junior Participating Preferred Stock.

RESOLVED, that pursuant to the authority granted to and vested in the Board of Directors in accordance with the provisions of the Certificate of Incorporation, the designation and number of shares of Series A Junior Participating Preferred Stock and the voting and other powers, preferences and relative, participating, optional or other rights

of the shares of such series and the qualifications, limitations, and restrictions thereof are amended to read in their entirety as follows:

Series A Junior Participating Preferred Stock:

Section 1. Designation and Amount. The shares of this series shall be designated as "Series A Junior Participating Preferred Stock" and the number of shares constituting the Series A Junior Participating Preferred Stock shall be 30,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, that no decrease shall reduce the number of shares of Series A Junior Participating Preferred Stock to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities issued by the Corporation convertible into Series A Junior Participating Preferred Stock.

Section 2. Dividends and Distributions.

(A) Subject to the rights of the holders of any shares of any series of Preferred Stock (or any other stock) ranking prior and superior to the Series A Junior Participating Preferred Stock with respect to dividends, the holders of shares of Series A Junior Participating Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the last day of March, June, September and December in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Junior Participating Preferred Stock, in an amount (if any) per share (rounded to the nearest cent), subject to the provision for adjustment hereinafter set forth, equal to 25,000 times the aggregate per share amount of all cash dividends, and 25,000 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions, other than a dividend payable in shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of the Company or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock since the immediately preceding Quarterly Dividend Payment Date or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Junior Participating Preferred Stock. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount to which holders of shares of Series A Junior Participating Preferred Stock were entitled immediately prior to such event under the preceding sentence shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The Corporation shall declare a dividend or distribution on the Series A Junior Participating Preferred Stock as provided in paragraph (A) of this Section immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock).

(C) Dividends due pursuant to paragraph (A) of this Section shall begin to accrue and be cumulative on outstanding shares of Series A Junior Participating Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Junior Participating Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Junior Participating Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Junior Participating Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than 60 days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of shares of Series A Junior Participating Preferred Stock shall have the following voting rights:

(A) Subject to the provision for adjustment hereinafter set forth, each share of Series A Junior Participating Preferred Stock shall entitle the holder thereof to 25,000 votes on all matters submitted to a vote of the stockholders of the Corporation. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the number of votes per share to which holders of shares of Series A Junior Participating Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) Except as otherwise provided in the Certificate of Incorporation of the Company, including any other Certificate of Designations creating a series of Preferred Stock or any similar stock, or by law, the holders of shares of Series A Junior Participating Preferred Stock and the holders of shares of Common Stock and any other

capital stock of the Corporation having general voting rights shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(C) Except as set forth herein, or as otherwise provided by law, holders of Series A Junior Participating Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

(D) If, at the time of any annual meeting of stockholders for the election of directors, the equivalent of six quarterly dividends (whether or not consecutive) payable on any share or shares of Series A Junior Participating Preferred Stock are in default, the number of directors constituting the Board of Directors of the Corporation shall be increased by two. In addition to voting together with the holders of Common Stock for the election of other directors of the Corporation, the holders of record of the Series A Junior Participating Preferred Stock, voting separately as a class to the exclusion of the holders of Common Stock, shall be entitled at said meeting of stockholders (and at each subsequent annual meeting of stockholders), unless all dividends in arrears on the Series A Junior Participating Preferred Stock have been paid or declared and set apart for payment prior thereto, to vote for the election of two directors of the Corporation, the holders of any Series A Junior Participating Preferred Stock being entitled to cast a number of votes per share of Series A Junior Participating Preferred Stock as is specified in paragraph (A) of this Section 3. Until the default in payments of all dividends which permitted the election of said directors shall cease to exist, any director who shall have been so elected pursuant to the provisions of this Section 3(D) may be removed at any time, without cause, only by the affirmative vote of the holders of the shares of Series A Junior Participating Preferred Stock at the time entitled to cast a majority of the votes entitled to be cast for the election of any such director at a special meeting of such holders called for that purpose, and any vacancy thereby created may be filled by the vote of such holders. If and when such default shall cease to exist, the holders of the Series A Junior Participating Preferred Stock shall be divested of the foregoing special voting rights, subject to revesting in the event of each and every subsequent like default in payments of dividends. Upon the termination of the foregoing special voting rights, the terms of office of all persons who may have been elected directors pursuant to said special voting rights shall forthwith terminate, and the number of directors constituting the Board of Directors shall be reduced by two. The voting rights granted by this Section 3(D) shall be in addition to any other voting rights granted to the holders of the Series A Junior Participating Preferred Stock in this Section 3.

Section 4. Certain Restrictions.

(A) Whenever quarterly dividends or other dividends or distributions payable on the Series A Junior Participating Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Junior Participating Preferred Stock outstanding shall have been paid in full, the Corporation shall not:

(i) declare or pay dividends, or make any other distributions, on any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock;

(ii) declare or pay dividends, or make any other distributions, on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Participating Preferred Stock, except dividends paid ratably on the Series A Junior Participating Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled; or

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such junior stock in exchange for shares of any stock of the Corporation ranking junior (as to dividends and upon dissolution, liquidation or winding up) to the Series A Junior Participating Preferred Stock.

(B) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any shares of Series A Junior Participating Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to any conditions and restrictions on issuance set forth herein.

Section 6. Liquidation, Dissolution or Winding Up.

(A) Upon any liquidation, dissolution or winding up of the Corporation the holders of shares of Series A Junior Participating Preferred Stock shall be entitled to receive an aggregate amount per share, subject to the provision for adjustment hereinafter set forth, equal to 25,000 times the aggregate amount to be distributed per share to holders of shares of Common Stock plus an amount equal to any accrued and unpaid dividends (the "Series A Liquidation Preference"). In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the aggregate amount to which holders of shares

of Series A Junior Participating Preferred Stock were entitled immediately prior to such event under the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) In the event, however, that there are not sufficient assets available to permit payment in full of the Series A Liquidation Preference and the liquidation preferences of all other classes and series of stock of the Corporation, if any, that rank on a parity with the Series A Junior Participating Preferred Stock in respect thereof, then the assets available for such distribution shall be distributed ratably to the holders of the Series A Junior Participating Preferred Stock and the holders of such parity shares in proportion to their respective liquidation preferences.

(C) Neither the merger or consolidation of the Corporation into or with another entity nor the merger or consolidation of any other entity into or with the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Section 6. Section 7. Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case each share of Series A Junior Participating Preferred Stock shall at the same time be similarly exchanged or changed into an amount per share, subject to the provision for adjustment hereinafter set forth, equal to 25,000 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A Junior Participating Preferred Stock shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 8. Redemption. The shares of Series A Junior Participating Preferred Stock shall not be redeemable.

Section 9. Ranking. Unless otherwise provided in the Certificate of Incorporation or a Certificate of Designations relating to a subsequently-designated series of preferred stock of the Corporation, the Series A Junior Participating Preferred Stock shall rank junior to any other series of the Corporation's preferred stock subsequently issued, as to the payment of dividends and the distribution of assets on liquidation, dissolution or winding up and shall rank senior to the Common Stock.

Section 10. Amendment. The Certificate of Incorporation of the Corporation shall not be amended in any manner, including in a merger or consolidation, which would alter, change, or repeal the powers, preferences or special rights of the Series A Junior Participating Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least two-thirds of the outstanding shares of Series A Junior Participating Preferred Stock, voting together as a single class.

Section 11. Fractional Shares. Series A Junior Participating Preferred Stock may be issued in whole shares or in any fraction of a share that is one twenty-five-thousandths of a share or any integral multiple of such fraction, which shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Junior Participating Preferred Stock.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Designations is executed on behalf of the Corporation by its duly authorized officer this 3rd day of April, 2008.

HOLOGIC, INC.

By: /s/ Glenn P. Muir
Glenn P. Muir
Executive Vice President, Finance
and Administration, Chief Financial
Officer

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State of Delaware
Secretary of State
Division of Corporations
Delivered 05:58 PM 03/24/2010
FILED 05:58 PM 03/24/2010
SRV 100314710 - 2219600 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

R2 TECHNOLOGY, INC.

(A Delaware Corporation)

INTO

HOLOGIC, INC.

(A Delaware Corporation)

(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)

Hologic, Inc., a Delaware corporation (the "Corporation"), does hereby certify that:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation is the owner of all the issued and outstanding shares of the capital stock of R2 Technology, Inc., a Delaware corporation (the "Subsidiary").

THIRD: That the Corporation, by resolutions as attached hereto as Exhibit A duly adopted at a meeting of the Board of Directors of the Corporation on November 5, 2009, determined to, effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, merge the Subsidiary into itself on the conditions set forth in such resolutions.

IN WITNESS WHEREOF, the undersigned, being the Executive Vice President, Finance and Administration, Chief Financial Officer, Assistant Treasurer and Assistant Secretary of the Corporation, a duly authorized officer of the Corporation, does hereby execute this Certificate of Ownership and Merger and so certify, affirm and acknowledge under penalties of perjury that this is his free act and deed and that the facts stated herein are true, this 22nd day of March 2010.

HOLOGIC, INC.

By: 

Glenn P. Muir, Executive Vice President, Finance and
Administration, Chief Financial Officer, Assistant
Treasurer and Assistant Secretary

EXHIBIT A**Resolutions**

WHEREAS, the Company is the legal and beneficial owner of 100% of the issued and outstanding shares of common stock (the "Common Stock") of R2 Technology, Inc., a Delaware corporation (the "Subsidiary");

WHEREAS, the Common Stock is the only issued and outstanding class of stock of the Subsidiary;

WHEREAS, the Company and the Subsidiary desire to enter into an Agreement and Plan of Merger (the "Merger Agreement") pursuant to which the Subsidiary will merge with and into the Company and the Company shall survive the merger upon the effective time (the "Effective Time") pursuant to the provisions of Section 253 of the Delaware General Corporation Law (the "Merger"); and

WHEREAS, the Board believes that it is advisable and in the best interests of the Company to effect the Merger.

NOW, THEREFORE BE IT:

RESOLVED: That the Board hereby authorizes, adopts and approves the Merger, the Merger Agreement, in substantially the form presented to the Board, and all transactions described therein or contemplated thereby.

RESOLVED: That, the Company's President, Executive Vice President, Chief Financial Officer, Senior Vice Presidents, Treasurer, Assistant Treasurers, Secretary and Assistant Secretaries (collectively, the "Authorized Officers" and each, an "Authorized Officer") are, and each of them acting singly hereby is, authorized and directed, in the name and on behalf of the Company, to execute, deliver and perform the Merger Agreement, together with such amendments, deletions, corrections and/or waivers as the Authorized Officers, or any of them, shall determine to be necessary or advisable consistent with the terms of the Merger Agreement (such determination to be conclusively, but not exclusively, evidenced by the execution and delivery thereof by any such Authorized Officer).

RESOLVED: That the Authorized Officers are, and each of them acting alone hereby is, authorized and directed to execute, deliver, acknowledge, in the name and on behalf of the Company, a Certificate of Ownership and Merger any other certificates or agreements as may be required by the laws of the State of Delaware to effect the Merger, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the State of Delaware and in any other appropriate jurisdiction, necessary or proper to effect the Merger, such execution, delivery or actions to be conclusive evidence of each such Authorized Officer's authority pursuant to this resolution.

RESOLVED: That effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of the state of Delaware, the Subsidiary shall merge with and into the Company upon the terms set forth in the Merger Agreement and the applicable provisions of the DGCL, including the following: (i) the separate corporate existence of the Subsidiary shall cease and all of its assets, property, rights and powers as well as all debts due to it and all choses in action belonging to it shall be transferred to and vested in the Company as the surviving corporation without further act or deed; (ii) all the issued and outstanding shares of the Subsidiary shall be canceled; (iii) the Company, as the surviving corporation, shall continue in existence and retain all of its assets, property, leasehold interests, rights and powers as well as all debts due it and all choses in action belonging to it without impairment; (iv) the rights of creditors of the Subsidiary, lessors of property leased by the Subsidiary and parties contracting with the Subsidiary shall not in any manner be impaired by the Merger, and the Company, as the surviving corporation, shall remain liable for all of its liabilities and obligations existing prior to the Effective Time and shall be deemed to have assumed the liabilities and obligations of the Subsidiary existing prior to the Effective Time to the same extent as if the Company had itself incurred such obligations.

RESOLVED: That the Authorized Officers be, and each of them acting singly hereby is, authorized and directed to do or cause to be done any and all such other acts and things and to execute and deliver any and all such further agreements, orders, directions, certificates and other documents and instruments as he, she or they may deem necessary or appropriate to carry into effect the full intent and purpose of the foregoing resolutions, the taking of any such actions or the execution or delivery of any such documents by such officer or officers to be conclusive evidence that the same were authorized by this resolution.

**CERTIFICATE ELIMINATING
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK
OF
HOLOGIC, INC.**

(Pursuant to Section 151(g) of the Delaware General Corporation Law)

Pursuant to Section 151 of the General Corporation Law of Delaware (the DGCL), the undersigned officer of Hologic, Inc., a corporation organized and existing under the DGCL (the Corporation), in accordance with the provisions of Section 103 of the DGCL hereby certifies:

1. The name of the Corporation is Hologic, Inc.
2. The designation of the series of shares of stock of the Corporation to which this certificate relates is the amended and restated Certificate of Designations of Series A Junior Participating Preferred Stock.
3. The powers, designations, preferences, and the relative, participating, optional, or other rights, and the qualifications, limitations, and restrictions of the Corporation's Series A Junior Participating Preferred Stock were provided for in resolutions adopted by the Board of Directors of the Corporation (the Board) on September 17, 2002 and March 11, 2008 pursuant to the authority expressly vested in it by the provisions of the Certificate of Incorporation of the Corporation. A certificate setting forth such resolutions has been heretofore filed with the Secretary of State of Delaware pursuant to the provisions of Section 151(g) of the DGCL.
4. The Board has adopted the following resolutions:

WHEREAS, in connection with the amended and restated rights agreement dated as of April 2, 2008, between Hologic, Inc. (the "Corporation") and American Stock Transfer & Trust Company (the "Rights Agent"), as amended (the "Rights Agreement"), the Corporation filed an amended and restated Certificate of Designations with respect to its Series A Junior Participating Preferred Stock; and

WHEREAS, on January 1, 2013, the Rights Agreement terminates according to its terms.

NOW, THEREFORE, BE IT RESOLVED, that on the date hereof no shares of the Corporation's Series A Junior Participating Preferred Stock are outstanding and that no shares of the Series A Junior Participating Preferred Stock will be issued subject to the amended and restated Certificate of Designations previously filed with respect to the Series A Junior Participating Preferred Stock;

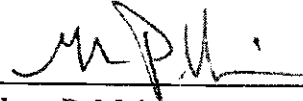
RESOLVED FUTHER, that the Board of Directors of the Corporation has determined that no action shall be taken to extend the Rights Agreement beyond its expiration and that it would be desirable and in the best interests of the Corporation and its stockholders to eliminate the Series A Junior Participating Preferred Stock;

RESOLVED FURTHER, that, if on January 1, 2013, the foregoing resolutions remain true, the appropriate officers of the Corporation be, and each of them acting singly hereby is, authorized and directed to file with the Secretary of State of the State of Delaware, on or after January 1, 2013, a certificate pursuant to Section 151(g) of the DGCL setting forth the foregoing resolutions in order to eliminate from the Corporation's Certificate of Incorporation all matters set forth in the previously filed amended and restated Certificate of Designations with respect to the Series A Junior Participating Preferred Stock.

IN WITNESS WHEREOF, this Certificate is executed on behalf of the Corporation by its duly authorized officer this 2nd day of January, 2013.

HOLOGIC, INC.

By:



Glenn P. Muir

Executive Vice President, Finance and
Administration, and Chief Financial Officer

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DESIGNATION OF "HOLOGIC, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2013, AT 8:10 O'CLOCK A.M.

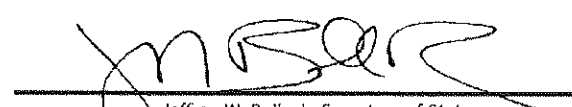
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0914556

DATE: 11-21-13

CERTIFICATE OF DESIGNATION

of

SERIES A JUNIOR PARTICIPATING PREFERRED STOCK

of

HOLOGIC, INC.

Pursuant to Section 151 of the General Corporation
Law of the State of Delaware

Hologic, Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), in accordance with the provisions of Section 103 thereof, DOES HEREBY CERTIFY:

That pursuant to the authority vested in the Board of Directors of the Corporation (the "*Board of Directors*") in accordance with the provisions of the Certificate of Incorporation of the said Corporation (the "*Certificate of Incorporation*"), the said Board of Directors on November 20, 2013 adopted the following resolution creating a series of 200,000 shares of Preferred Stock designated as "Series A Junior Participating Preferred Stock":

RESOLVED, that pursuant to the authority vested in the Board of Directors of this Corporation in accordance with the provisions of the Certificate of Incorporation of the Corporation, the Board hereby authorizes a series of preferred stock, par value \$0.01 per share, of the Corporation be and hereby is created, and that the designation and number of shares thereof and the voting and other powers, preferences and relative, participating, optional or other rights of the shares of such series and the qualifications, limitations and restrictions thereof are as follows:

Series A Junior Participating Preferred Stock

1. *Designation and Amount.* There shall be a series of Preferred Stock that shall be designated as "Series A Junior Participating Preferred Stock," and the number of shares constituting such series shall be 200,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, however, that no decrease shall reduce the number of shares of Series A Junior Participating Preferred Stock to less than the number of shares then issued and outstanding plus the number of shares issuable upon exercise

of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Corporation.

2. *Dividends and Distributions.*

(A) Subject to the prior and superior rights of the holders of any shares of any class or series of stock of the Corporation ranking prior and superior to the shares of Series A Junior Participating Preferred Stock with respect to dividends, the holders of shares of Series A Junior Participating Preferred Stock, in preference to the holders of shares of any class or series of stock of the Corporation ranking junior to the Series A Junior Participating Preferred Stock in respect thereof, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the last day of March, June, September and December, in each year (each such date being referred to herein as a "*Quarterly Dividend Payment Date*"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Junior Participating Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$10.00 and (b) the sum of (1) the Adjustment Number (as defined below) times the aggregate per share amount of all cash dividends plus (2) the Adjustment Number times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of Common Stock, par value \$0.01 per share, of the Corporation (the "*Common Stock*"), or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), in each case declared on the Common Stock since the immediately preceding Quarterly Dividend Payment Date, or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Junior Participating Preferred Stock. The "*Adjustment Number*" shall initially be 10,000. In the event the Corporation shall at any time after November 21, 2013 (i) declare and pay any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the Adjustment Number in effect immediately prior to such event shall be adjusted by multiplying such Adjustment Number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The Corporation shall declare a dividend or distribution on the Series A Junior Participating Preferred Stock as provided in paragraph (A) above immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock).

(C) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A Junior Participating Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares of Series A Junior Participating Preferred Stock, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date; in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Junior Participating Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue

and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Junior Participating Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Junior Participating Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be no more than 60 days prior to the date fixed for the payment thereof.

3. *Voting Rights.* The holders of shares of Series A Junior Participating Preferred Stock shall have the following voting rights:

(A) Each share of Series A Junior Participating Preferred Stock shall entitle the holder thereof to a number of votes equal to the Adjustment Number on all matters submitted to a vote of the stockholders of the Corporation.

(B) Except as required by law, by Section 3(C) and by Section 10 hereof, holders of Series A Junior Participating Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

(C) If, at the time of any annual meeting of stockholders for the election of directors, the equivalent of six quarterly dividends (whether or not consecutive) payable on any share or shares of Series A Junior Participating Preferred Stock are in default, the number of directors constituting the Board of Directors shall be increased by two. In addition to voting together with the holders of Common Stock for the election of other directors of the Corporation, the holders of record of the Series A Junior Participating Preferred Stock, voting separately as a class to the exclusion of the holders of Common Stock, shall be entitled at said meeting of stockholders (and at each subsequent annual meeting of stockholders), unless all dividends in arrears on the Series A Junior Participating Preferred Stock have been paid or declared and set apart for payment prior thereto, to vote for the election of two directors of the Corporation, the holders of any Series A Junior Participating Preferred Stock being entitled to cast a number of votes per share of Series A Junior Participating Preferred Stock as is specified in paragraph (A) of this Section 3. Each such additional director shall serve until the next annual meeting of stockholders for the election of directors, or until his successor shall be elected and shall qualify, or until his right to hold such office terminates pursuant to the provisions of this Section 3(C). Until the default in payments of all dividends which permitted the election of said directors shall cease to exist, any director who shall have been so elected pursuant to the provisions of this Section 3(C) may be removed at any time, without cause, only by the affirmative vote of the holders of the shares of Series A Junior Participating Preferred Stock at the time entitled to cast a majority of the votes entitled to be cast for the election of any such director at a special meeting of such holders called for that purpose, and any vacancy thereby created may be filled by the vote of such holders. If and when such default shall cease to exist, the holders of the Series A Junior Participating Preferred Stock shall be divested of the foregoing special voting rights, subject to reversion in the event of each and every subsequent like default in payments of dividends. Upon the termination of the foregoing special voting rights, the terms of office of all persons who may have been elected directors pursuant to said special voting rights shall forthwith terminate, and the number of directors constituting the Board of Directors

shall be reduced by two. The voting rights granted by this Section 3(C) shall be in addition to any other voting rights granted to the holders of the Series A Junior Participating Preferred Stock in this Section 3.

4. *Certain Restrictions.*

(A) Whenever quarterly dividends or other dividends or distributions payable on the Series A Junior Participating Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Junior Participating Preferred Stock outstanding shall have been paid in full, the Corporation shall not:

(i) declare or pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock other than (A) such redemptions or purchases that may be deemed to occur upon the exercise of stock options, warrants or similar rights or grant, vesting or lapse of restrictions on the grant of any other performance shares, restricted stock, restricted stock units or other equity awards to the extent that such shares represent all or a portion of (x) the exercise or purchase price of such options, warrants or similar rights or other equity awards and (y) the amount of withholding taxes owed by the recipient of such award in respect of such grant, exercise, vesting or lapse of restrictions; (B) the repurchase, redemption, or other acquisition or retirement for value of any such shares from employees, former employees, directors, former directors, consultants or former consultants of the Company or their respective estate, spouse, former spouse or family member, pursuant to the terms of the agreements pursuant to which such shares were acquired;

(ii) declare or pay dividends on or make any other distributions on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Participating Preferred Stock, except dividends paid ratably on the Series A Junior Participating Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled; or

(iii) purchase or otherwise acquire for consideration any shares of Series A Junior Participating Preferred Stock, or any shares of stock ranking on a parity with the Series A Junior Participating Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of Series A Junior Participating Preferred Stock, or to such holders and holders of any such shares ranking on a parity therewith, upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine will result in fair and equitable treatment among the respective series or classes.

(B) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

5. *Reacquired Shares.* Any shares of Series A Junior Participating Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired promptly after the acquisition thereof. All such shares shall upon their retirement become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to any conditions and restrictions on issuance set forth herein.

6. *Liquidation, Dissolution or Winding Up.* (A) Upon any liquidation, dissolution or winding up of the Corporation, voluntary or otherwise, no distribution shall be made to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock unless, prior thereto, the holders of shares of Series A Junior Participating Preferred Stock shall have received an amount per share (the "*Series A Liquidation Preference*") equal to the greater of (i) \$10.00 plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment, and (ii) the Adjustment Number times the per share amount of all cash and other property to be distributed in respect of the Common Stock upon such liquidation, dissolution or winding up of the Corporation.

(B) In the event, however, that there are not sufficient assets available to permit payment in full of the Series A Liquidation Preference and the liquidation preferences of all other classes and series of stock of the Corporation, if any, that rank on a parity with the Series A Junior Participating Preferred Stock in respect thereof, then the assets available for such distribution shall be distributed ratably to the holders of the Series A Junior Participating Preferred Stock and the holders of such parity shares in proportion to their respective liquidation preferences.

(C) Neither the merger or consolidation of the Corporation into or with another entity nor the merger or consolidation of any other entity into or with the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Section 6.

7. *Consolidation, Merger, Etc.* In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the outstanding shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case each share of Series A Junior Participating Preferred Stock shall at the same time be similarly exchanged or changed in an amount per share equal to the Adjustment Number times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged.

8. *No Redemption.* Shares of Series A Junior Participating Preferred Stock shall not be subject to redemption by the Corporation.

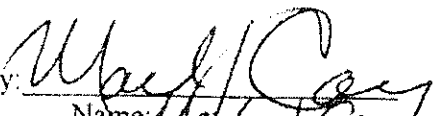
9. *Ranking.* The Series A Junior Participating Preferred Stock shall rank junior to all other series of Preferred Stock as to the payment of dividends and as to the distribution of assets upon liquidation, dissolution or winding up, unless the terms of any such series shall provide otherwise, and shall rank senior to the Common Stock as to such matters.

10. *Amendment.* At any time that any shares of Series A Junior Participating Preferred Stock are outstanding, the Certificate of Incorporation of the Corporation shall not be amended, by merger, consolidation or otherwise, which would materially alter or change the powers, preferences or special rights of the Series A Junior Participating Preferred Stock so as to affect them adversely without the affirmative vote of the holders of two-thirds of the outstanding shares of Series A Junior Participating Preferred Stock, voting separately as a class.

11. *Fractional Shares.* Series A Junior Participating Preferred Stock may be issued in fractions of a share that shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Junior Participating Preferred Stock.

IN WITNESS WHEREOF, the undersigned has executed this Certificate
this 21st day of November, 2013.

HOLOGIC, INC.

By: 
Name: Mark J. Crosby
Title: SVP, CHD, General Counsel

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF DESIGNATION OF "HOLOGIC, INC.",
FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JUNE, A.D.
2014, AT 8:11 O`CLOCK A.M.*


Jeffrey W. Bullock, Secretary of State

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SR# 20160202105

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 201667256
Date: 01-13-16

CERTIFICATE OF ELIMINATION

of

SERIES A JUNIOR PARTICIPATING PREFERRED STOCK

of

HOLOGIC, INC.

Pursuant to Section 151 of the General Corporation
Law of the State of Delaware

Hologic, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), in accordance with the provisions of Section 103 thereof, DOES HEREBY CERTIFY:

1. The Certificate of Incorporation of the said Corporation, as amended (the "Certificate of Incorporation") authorizes the issuance of 200,000 shares of preferred stock, par value \$0.01 per share, of the Corporation designated as Series A Junior Participating Preferred Stock (the "Series A Preferred Stock").

2. Pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "DGCL"), the Board of Directors of the Corporation adopted the following resolutions:

RESOLVED FURTHER, that none of the authorized shares of preferred stock, par value \$0.01, of the Corporation designated as Series A Junior Participating Preferred Stock, is outstanding, and none of such authorized shares of Series A Preferred Stock shall be issued.


RESOLVED FURTHER, that the Corporation be, and hereby is, authorized and directed to file with the Secretary of State of the State of Delaware a certificate (the "Certificate of Elimination") containing these resolutions, with the effect under the General Corporation Law of the State of Delaware of eliminating from the Corporation's Certificate of Incorporation all matters set forth in the Certificate of Designation of Series A Junior Participating Preferred Stock of the Corporation filed with the Secretary of State of the State of Delaware on November 21, 2013.

RESOLVED FURTHER, that the Authorized Officers are, and each of them hereby is, authorized and directed, for and on behalf of the Corporation and in its name, to execute and file the Certificate of Elimination at such time as they deem appropriate, and to take such further actions as they may deem necessary or appropriate to carry out the intent of the foregoing resolutions in accordance with the applicable provisions of the General Corporation Law of the State of Delaware.

3. Pursuant to the provisions of Section 151(g) of the DGCL, all references to the Series A Preferred Stock in the Certificate of Incorporation are hereby eliminated, and the shares that were designated to such series are hereby returned to the status of authorized but unissued shares of preferred stock of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 24th day of June, 2014.

HOLOGIC, INC.

By: 
Name: Mark J. Casey
Title: Senior Vice President, Chief
Administrative Officer and
General Counsel

[Signature Page to Certificate of Elimination]

STATE OF DELAWARE
CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND/OR REGISTERED OFFICE

The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is _____
HOLOGIC, INC.
2. The Registered Office of the corporation in the State of Delaware is changed to
Corporation Trust Center
1209 Orange _____ (street), in the City of Wilmington,
County of New Castle Zip Code 19801. The name of the
Registered Agent at such address upon whom process against this Corporation may be
served is THE CORPORATION TRUST COMPANY.
3. The foregoing change to the registered office/agent was adopted by a resolution of
the Board of Directors of the corporation.

By: _____

Authorized Officer

Name: Jennifer Kurz

Print or Type