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CERTIFICATE OF AMENDED ARTICLES OF INCORPORATION ADOPTED BY THE BOARD OF DIRECTORS OF MERIDIAN BIOSCIENCE, INC.

John A. Kraeutler, President, of MERIDIAN BIOSCIENCE, INC., an Ohio corporation for profit with its principal place of business located at 3471 River Hills Drive, Cincinnati, Hamilton County, Ohio, does hereby certify that at a meeting of the Board of Directors called for the purpose of adopting the Amended Articles of Incorporation attached as Exhibit A and held on January 23, 2001, the following resolution to adopt the attached Amended Articles of Incorporation was adopted by the Board of Directors in order to consolidate the existing Amended Articles of Incorporation with all amendments thereto:

> RESOLVED: That the Amended Articles of Incorporation attached hereto as Exhibit A be adopted by the corporation and supercede and take the place of the existing Amended Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the above named officer, acting for and on behalf of the corporation, has hereunto subscribed his name this 23rd day of January, 2001.

John A. Kraeutler, President

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Exhibit A

AMENDED ARTICLES OF INCORPORATION OF MERIDIAN BIOSCIENCE, INC.

MERIDIAN BIOSCIENCE, INC. hereby adopts the following Amended Articles of Incorporation to supercede and take the place of the existing Amended Articles of Incorporation and all Amendments thereto:

FIRST. The name of the Corporation is Meridian Bioscience, Inc.

SECOND. The place in Ohio where its principal office is to be located is 3467 Riverhills Drive, Cincinnati, Hamilton County, Ohio 45244.

THIRD. The purpose for which the Corporation is organized shall be:

To develop, manufacture and sell medical diagnostic products and to do any other lawful act or acts for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH. The maximum number of shares which the Corporation is authorized to have outstanding is:

A. 50,000,000 shares of Common Stock, without par value and

B. 1,000,000 shares of Preferred Stock, without par value.

The holders of the Preferred Stock shall be entitled to receive dividends out of any funds of the Corporation at the time legally available for dividends when and as declared by the Board of Directors at such rate as shall be fixed by the Board of Directors before any sum shall be set apart or applied to the redemption or purchase of or any dividends shall be declared or paid upon or set apart for any class or series of Common Stock. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of Preferred Stock shall be entitled to receive out of the assets of the Corporation payment of an amount per share as determined by the Board of Directors as a liquidation price (including accrued dividends, if any) before any distribution of assets shall be made to the holders of any class or series of Common Stock.

The Board of Directors shall have the express authority from time-to-time to adopt amendments to these Articles of Incorporation with respect to any unissued or treasury shares of Preferred Stock and thereby to fix or change the division of such shares into series and the designation and authorized number of shares of each series and to provide for each such series: voting powers, full or limited or no voting powers; dividend rates; dates of payment of dividends; dates from which dividends are cumulative; liquidation prices; redemption rights and

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prices; sinking fund requirements; conversion rights; restrictions on the issuance of shares of other series of Preferred Stock; and such other designations, preferences and relative participating options or other special rights and qualifications, powers, limitations or restrictions thereon as may be determined by the Board of Directors.

FIFTH. No holder of any shares of this Corporation shall have any pre-emptive rights to subscribe for or to purchase any shares of this Corporation of any class whether such shares or such class be now or hereafter authorized or to purchase or subscribe for securities convertible into or exhangeable for shares of any class or to which shall be attached or appertained any warrants or rights entitling the holder thereof to purchase or subscribe for shares of any class.

SIXTH. This Corporation, through its Board of Directors, shall have the right and power to purchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Corporation and any selling shareholder.

SEVENTH. The provisions of Ohio Revised Code Section 1701.831 relating to control share acquisitions shall not be applicable to this Corporation.

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DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
02/23/2001	200105401712	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	35.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
17 S. HIGH ST
SUITE 1100
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

483376

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MERIDIAN DIAGNOSTICS, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
DOMESTIC/AMENDED RESTATED ARTICLES	**200105401712**

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 24th day of January, A.D. 2001.

J. Kenneth Blackwell

Ohio Secretary of State