

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Optical Process Automation Merging into: JDS Uniphase Corporation

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01 DEC 20 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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Examiner *RB*  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

Order#: 4998244

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

OPTICAL PROCESS AUTOMATION, INC., a Florida corp P97000046547

into

**JDS UNIPHASE CORPORATION**, a Delaware entity F00000003279

File date: December 20, 2001

Corporate Specialist: Annette Ramsey

## ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

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TALLAHASSEE, FLORIDA

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
JDS Uniphase Corporation	State of Delaware

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Optical Process Automation, Inc.	State of Florida

THIRD. Attached as Exhibit A, is a true and correct copy of the Plan of Merger.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on August 22, 2001, in accordance with the laws of the State of Delaware,

SIXTH: The Plan of Merger was adopted by the board of directors of the merging corporation on December 20, 2001, in accordance with the laws of the State of Florida.

SEVENTH: Shareholder approval was not required pursuant to Chapter 607, Section 1104 of Florida General Business Organizations Law.

EIGHTH: The surviving corporation is organized under the laws of the State of Delaware, and the address of its registered or principal office in said State is: Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801.

NINTH: JDS Uniphase Corporation, the surviving corporation, hereby appoints the Florida Secretary of State as its agent for service of process to enforce an obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger

TENTH: JDS Uniphase Corporation agrees that it will promptly pay to the dissenting shareholder of each domestic corporation which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Florida General

Business Organizations Law with respect to the rights of dissenting shareholders.

Dated: December 20, 2001

JDS UNIPHASE CORPORATION

By: 

Michael C. Phillips  
Assistant Secretary

OPTICAL PROCESS AUTOMATION, INC.

By: 

Anthony R. Muller  
Director

Exhibit A

## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, F.S., and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning 100 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
JDS Uniphase Corporation	State of Delaware

The name and jurisdiction of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Optical Process Automation, Inc.	State of Florida

Optical Process Automation, Inc. will be merged into JDS Uniphase Corporation, and JDS Uniphase Corporation will assume all of Optical Process Automation's obligations and liabilities.

Upon the proposed merger becoming effective, each outstanding share of Optical Process Automation, Inc. shall cease to be outstanding, without any payment being made in respect thereof.

The surviving corporation will be JDS Uniphase Corporation.

Shareholders of the subsidiary corporation, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provision of chapter 607 regarding rights of dissenting shareholders, to be paid the fair value of their shares.