

FO0000005838

Document Number

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 10/18

Corporation(s) Name

800003428468--9
-10/18/00--01034--020
*****70.00 *****70.00

FLIR Systems-Boston, Inc.

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OCT 18 PM 4:10
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TALLAHASSEE, FLORIDA
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TALLAHASSEE, FLORIDA

- Profit Amendment Merger
- Nonprofit
- Foreign Dissolution Mark
- LLC Withdrawal
- Limited Partnership UBR Other
- Reinstatement Fictitious Name Ch. RA
- UCC 1 or 3

***Special Instructions**

7

- Certified Copy Photocopies CUS
- Arts/amends/mergers Other-See Above
- Walk in Pick-up Will Wait

Please Return Filed Stamped Copies To:

Carol Clark

Thank You!

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten signature and date 10/18

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. FLIR Systems-Boston, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 04-31492100
(FEI number, if applicable)

4. February 14, 1991
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 16 Esquire Rd., North Billerica, Massachusetts 01862
(Current mailing address)

8. Please See attached rider
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System
Amy Berletti
(Registered agent's signature) (Officer)
AMY BERTELETTI
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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FLIR Systems-Boston, Inc.
16 Esquire Road
North Billerica, MA 01862-2598

Purpose Clause: FLIR Systems-Boston, Inc.'s purpose is to solicit sales of commercial thermal imaging and government surveillance systems. Salespeople work from an office in their home. Any sales initiated by the salesperson must be sent to the Massachusetts Headquarters for processing. Inventory is maintained in Massachusetts; therefore, all products ordered are fulfilled from the Massachusetts location, with shipment to the customer via common carrier FOB shipping point.

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Earl Lewis

Address: 16 Esquire Road
N. Billerica, MA 01810

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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B. OFFICERS

President: Please see attached list of officers

Address:

Vice President:

Address:

Secretary:

Address:

Flir Systems-Boston, Inc
16 Esquire Road
N. Billerica, MA 01810
(978) 901-8000

Earl Lewis
Chairman of the Board effective September 1, 2000
President and CEO effective November 1, 2000

Jay Teich – General Mgr Sr. V.P.
64 Webster Road Weston, MA 02193

Andrew Teich – Sr. V.P. Marketing

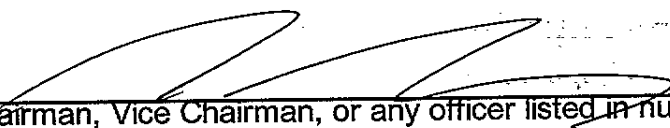
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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jay Teich General Mgr Sr. V.P. September 20, 2000
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLIR SYSTEMS-BOSTON, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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00 OCT 7 PM 4: 10
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TALLAHASSEE, FLORIDA

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00 OCT 18 PM 4: 10
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TALLAHASSEE, FLORIDA

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Edward J. Freel
Edward J. Freel, Secretary of State
AUTHENTICATION: 0702318

DATE: 09-27-00.