

F96000001018

1201 HAYS STREET
MEMPHIS, TN 38101
904-221-071
904-221-3931 FAX

800-342-8086



ACCOUNT NO. : 072100000032
REFERENCE : 061996 5031079
AUTHORIZATION :
COST LIMIT : \$ PREPAID

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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mtm

ORDER DATE : February 27, 1996
ORDER TIME : 2:48 PM
ORDER NO. : 061996
CUSTOMER NO: 5031079
CUSTOMER: Mr. Timothy S. Cook
Mrv Technologies, Inc.
13915 Burnet Rd.
Ste. 350
Austin, TX 78728

600001726006
-02/28/96--01001--010
*****70.00 *****70.00

W96-4447

FOREIGN FILINGS

NAME: MRV TECHNOLOGIES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CAROL HENSAL

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 28, 1996

CSC NETWORKS

SUBJECT: MRV TECHNOLOGIES, INC.
Ref. Number: W96000004447

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We have received your document for MRV TECHNOLOGIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 896A00008648

2/20/96

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MRV TECHNOLOGIES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

TIM COOK

(Name of Person)

MRV TECHNOLOGIES, INC.

(Firm/Company)

13915 BURNET ROAD, Suite 350

(Address)

AUSTIN, TEXAS 78728

(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

TIM COOK at (512) 218-0055
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. MRV TECHNOLOGIES, INC.
(Name of corporation: must include the "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. TEXAS 3. 74-2605855
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 6-24-1991 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 03/01/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502 AND 817.155, F.S.)

7. MRV TECHNOLOGIES, INC.
13915 BURNET ROAD, SUITE 350, AUSTIN, TEXAS 78723

8. The corporation is organized to transact any and all lawful business.
(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: (P. O. Box or Mail Drop Box acceptable)**

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

10. **Registered agent's 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 obligations of my position as registered agent.

Marcia A. Havner, 2/27/96
(Registered Agent's Signature)

Marcia A. Havner, Asst. Sec.

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.

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12. Names and address of officers and/or directors: (Street address ONLY - P. O. Box NOT acceptable.)

A. DIRECTORS (Street address only - P. O. Box NOT acceptable)

Chairman: Jack Medcalf
Address: 13915 Burnet Road, Suite 350
Austin, Texas 78728

Vice Chairman: _____
Address: _____

Director: Albert Garcia, III
Address: 13915 Burnet Road, Suite 350
Austin, Texas 78728

Director: Harry D. Voigt
Address: 13915 Burnet Road, Suite 350
Austin, Texas 78728

B. OFFICERS (Street address only - P. O. Box NOT acceptable)

Chairman: Jack Medcalf
Address: 13915 Burnet Road, Suite 350
Austin, Texas 78728

Vice President: Albert Garcia, III
Address: 13915 Burnet Road, Suite 350
Austin, Texas 78728

Secretary: Harry D. Voigt
Address: 13915 Burnet Road, Suite 350
Austin, Texas 78728

Treasurer: Harry D. Voigt
Address: 13915 Burnet Road, Suite 350
Austin, Texas 78728

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

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

14. Harry D. Voigt Secretary/ Treasurer
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

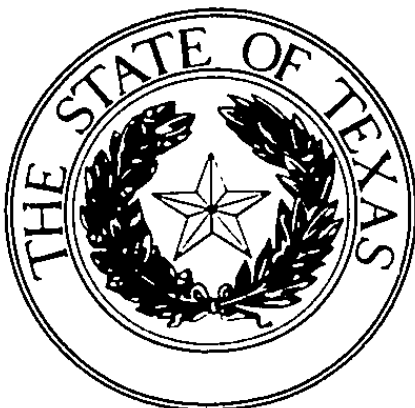
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

MRV TECHNOLOGIES, INC.
CHARTER NO. 1197032-00

were filed in this office and a certificate of incorporation was issued on
JUNE 24, 1991;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on January 26, 1996.*



Antonio O. Garza, Jr.
Secretary of State

MAC