

F99000002464

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CARL ZEISS IMT CORP
(Name of corporation - must include suffix)

300002812659--8
-03/19/99--01116--002
****70.00 ****70.00

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.

W99-6742

Please return all correspondence concerning this matter to the following:

JANICE M. PATTERSON
(Name of Person)

300002812659--8
-04/20/99--01008--001
***300.00 ***300.00

CARL ZEISS - IMT CORP
(Firm/Company)

300002812659--8
-05/13/99--01088--002
***1000.00 ***1000.00

ONE ZEISS DRIVE
(Address)

THORNWOOD NY 10594
(City/State/Zip)

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

JANICE PATTERSON at (914) 681-7654
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

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Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: May 10, 1999

RE: Carl Zeiss IMT Corp.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1997 of \$ 300.00 and foreign non-qualified penalties for the same period of \$1000.00 assessed at the statutory minimum and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 22, 1999

JANICE M PATTERSON
CARL ZEISS IMT CORP.
ONE ZEISS DRIVE
THORNWOOD, NY 10594

SUBJECT: CARL ZEISS IMT CORP.
Ref. Number: W99000006742

We have received your document for CARL ZEISS IMT CORP. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2300.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 399A00013911

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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. CARL ZEISS MT GRP
(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. NEW YORK 3. 13-3917663
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9-30-96 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/97
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 910 TAX DEPARTMENT, ONE ZEISS DRIVE
THORNWOOD, N.Y. 10594
(Current mailing address)

8. RETAIL SALE OF MEASURING DEVICES
(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 **NOT** acceptable)

Name: CORPORATION SERVICE COMPANY
Office Address: 1201 HAYS STREET
TALLAHASSEE, Florida, 32301
(Zip Code)

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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.

Dolores Butts
(Registered agent's signature)

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: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: DR PETER GRASSMAN

Address: C/O CARL ZEISS INT CORP
1 ZEISS DRIVE, THORNWOOD NY 10594

~~Director~~
Vice Chairman: DR OLAF BERLION

Address: C/O CARL ZEISS INT CORP
1 ZEISS DRIVE, THORNWOOD NY 10594

Director: JAMES J. KELLY

Address: C/O CARL ZEISS INT CORP
1 ZEISS DRIVE, THORNWOOD NY 10594

Director: _____

Address: _____

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

President: GRUB LEE

Address: C/O CARL ZEISS INT CORP
1 ZEISS DRIVE, THORNWOOD NY 10594

Vice President: OTTO BOUCKY

Address: C/O CARL ZEISS INT CORP
1 ZEISS DRIVE, THORNWOOD NY 10594

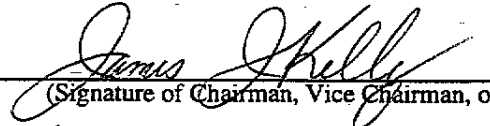
Secretary: JAMES J. KELLY

Address: C/O CARL ZEISS INT CORP
1 ZEISS DRIVE, THORNWOOD NY 10594

Treasurer: THOMAS MIKULAY

Address: C/O CARL ZEISS INT CORP
1 ZEISS DRIVE, THORNWOOD NY 10594

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. JAMES J. KELLY SECRETARY
(Typed or printed name and capacity of person signing application)

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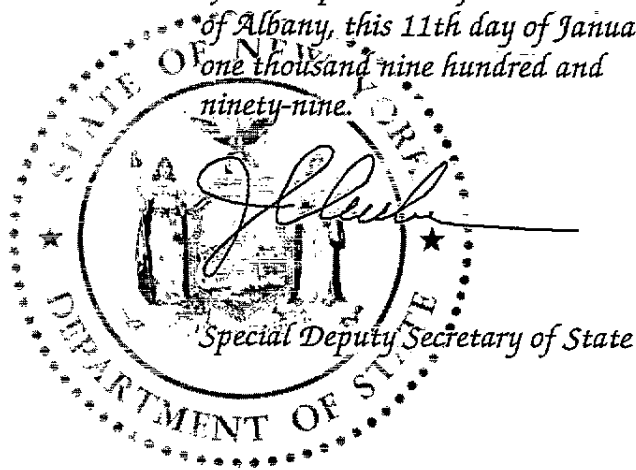
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State of New York }
Department of State } ss:

I hereby certify, that the certificate of incorporation of CARL ZEISS IMT CORP. was filed on 09/30/1996, under the name of CARL ZEISS METROLOGY, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment CARL ZEISS METROLOGY, INC., changing name to CARL ZEISS IMT CORP., was filed 01/09/1997.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 11th day of January
one thousand nine hundred and
ninety-nine.



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