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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

Staar Surgical Company

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

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 TALLAHASSEE, FLORIDA

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Acknowledgement _____
W.P. Verifier _____

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AS 5/26/99

RECEIVED
 99 MAY 26 AM 11:49
 DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. STAAR SURGICAL COMPANY
(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 3. 95-3797439
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 04/03/86 5. Perpetual
(Date of Incorporation) (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. 1911 Walker Avenue
Monrovia, CA 91016
(Current mailing address)
8. To engage in any lawful activity permitted corporations
(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 obligations of my position as registered agent.

C T CORPORATION SYSTEM

M. T. Fitzpatrick
(Registered agent's signature) (Officer)

M.T. FITZPATRICK
ASSISTANT SECRETARY

(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

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: John R. Wolf

Address: 1911 Walker Avenue
Monrovia, CA 91016

Vice Chairman: _____

Address: _____

Director: Michael R. Deitz

Address: 1911 Walker Avenue
Monrovia, CA 91016

Director: Donald Sanders

Address: 1911 Walker Avenue
Monrovia, CA 91016

B. OFFICERS

President: John R. Wolf

Address: 1911 Walker Avenue
Monrovia, CA 91016

Vice President: William C. Huddleston

Address: 1911 Walker Avenue
Monrovia, CA 91016

Secretary: _____

Address: _____

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TALLAHASSEE, FLORIDA

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Treasurer: William C. Huddleston

Address: 1911 Walker Avenue

Monrovia, CA 91016

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

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

14. William C. Huddleston, Vice President
(Typed or printed name and capacity of person signing application)

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ADDENDUM

ADDITIONAL DIRECTORS

Andrew F. Pollet
1911 Walker Avenue
Monrovia, CA 91016

Peter M. Utrata
1911 Walker Avenue
Monrovia, CA 91016

ADDITIONAL OFFICERS

Carl M. Manisco
Senior Vice President
Marketing and Sales
1911 Walker Avenue
Monrovia, CA 91016

Michael J. Lloyd
Senior Vice President
Manufacturing
1911 Walker Avenue
Monrovia, CA 91016

Steve L. Ziemba
Vice President
Regulatory Affairs
1911 Walker Avenue
Monrovia, CA 91016

Vladimir Feingold
Executive Vice President
Research and Development
1911 Walker Avenue
Monrovia, CA 91016

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STAAR SURGICAL COMPANY" 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 TWENTIETH DAY OF MAY, A.D. 1999.

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9757261

DATE: 05-20-99