

F03000003052

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

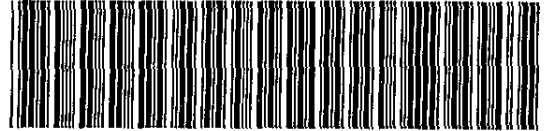
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

FLP



500018844985

06/11/03--01002--030 **157.50

FILED
03 JUN 19 PM 1:23
TALLAHASSEE, FLORIDA

Handwritten signature

RECEIVED
03 JUN 10 PM 4:43
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

GRAYHARRIS
ATTORNEYS AT LAW

GRAY, HARRIS & ROBINSON, P.A.
SUITE 600
301 SOUTH BRONOUGH ST (3230
P.O. BOX 11189
TALLAHASSEE, FLORIDA 32302-3111
TEL 850-222-7717
TEL 850-577-9090
FAX 850-222-3494
FAX 850-577-3311
WEB grayharris.com

June 10, 2003

FILED
JUN 19 PM 11:23
TALLAHASSEE, FLORIDA
E-MAIL ADDRESS

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

Enclosed for filing, please find the **APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS** together with **CERTIFICATE OF GOOD STANDING**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **CERTIFIED OF STATUS** for the following entity:

LIGHTPATH TECHNOLOGIES, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,



Jill W. May

/jwm
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 11, 2003

GRAY HARRIS

TALLAHASSEE, FL

SUBJECT: LIGHTPATH TECHNOLOGIES, INC.
Ref. Number: W03000016690

*To
Buck
Kohr*

We have received your document for LIGHTPATH TECHNOLOGIES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED YOUR \$78.75 payment.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 303A00036273

RECEIVED
03 JUN 19 AM 11:04
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

SECRETARY'S CERTIFICATE
LIGHTPATH TECHNOLOGIES, INC.

03 JUN 19 PM 1:29
FILED
TALLAHASSEE, FLORIDA

I, Todd Childress, hereby certify that I am the duly elected and qualified Secretary of LIGHTPATH TECHNOLOGIES, INC., a Delaware corporation (the "Corporation"), and that the following is a true and correct copy of the resolutions unanimously adopted by the Board of Directors of the Corporation, and that such resolutions have not been modified or rescinded as of the date hereof:

WHEREAS, the Company was notified by the Division of Corporations of the State of Florida that, due to a conflict with a similar name, the Company will not be permitted to register to do business in the state of Florida under the corporate name "LightPath Technologies, Inc."

BE IT RESOLVED, that the Board of Directors hereby authorizes the Company to use the name "LightPath Technologies, Inc. of Delaware" to transact business in the State of Florida;

BE IT FURTHER RESOLVED, that the Board of Directors hereby authorizes the Company to file an Application for Registration of Fictitious Name for the use by the Company of the fictitious name "LightPath Technologies" in the State of Florida, and instructs the Secretary of the Company to execute and file such Application with the Florida Secretary of State.

BE IT FURTHER RESOLVED, that the Board of Directors hereby authorizes and directs the Secretary of the Company to file a copy of these resolutions with the Florida Secretary of State pursuant to Florida Statute 607.1506(1)(b).

IN WITNESS WHEREOF, I have set my hand this 16th day of June, 2003.



Todd Childress, Secretary
LIGHTPATH TECHNOLOGIES, INC.
a Delaware corporation

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

03 JUL 19 PM 1:23
FILED
STATE
TALLAHASSEE, 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. LightPath Technologies, 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. 86-0708398
(FEI number, if applicable)
4. 6-15-92
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2603 Challenger Tech Court, Suite 100, Orlando, FL 32826
(Principal office address)
Same
(Current mailing address)
8. Any lawful act or activity which may be transacted under Florida law
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: William A. Grimm
Office Address: 301 E. Pine Street, Suite 1400
Orlando Florida 32801
(City) (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.
William A. Grimm
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert Ripp

Address: 2603 Challenger Tech Court, Suite 100, Orlando, FL 32826

Vice Chairman: None

Address: _____

Director: James L. Adler, Jr.

Address: 2603 Challenger Tech Court, Suite 100, Orlando, FL 32826

Director: Steve Brueck

Address: 2603 Challenger Tech Court, Suite 100, Orlando, FL 32826

See attached sheet for additional Directors

B. OFFICERS

CEO/President: Kenneth Brizel

Address: 2603 Challenger Tech Court, Suite 100, Orlando, FL 32826

Vice Presidents: Dennis Yost, Mark Fitch, Robert Cullen, Todd Childress, Edward Patton

Address: 2603 Challenger Tech Court, Suite 100, Orlando, FL 32826

CFO/Secretary: Todd Childress

Address: 2603 Challenger Tech Court, Suite 100, Orlando, FL 32826

Treasurer: _____

Address: _____

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

13. Todd Childress

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

14. Todd Childress, Chief Financial Officer/Secretary

(Typed or printed name and capacity of person signing application)

FILED
03 JUN 19 PM 1:23
TALLAHASSEE, FLORIDA

ADDITIONAL DIRECTORS:

A. DIRECTORS

Director: Kenneth Brizel

2603 Challenger Tech Court, Suite 100, Orlando, FL 32826

Director: Robert Bruggeworth

2603 Challenger Tech Court, Suite 100, Orlando, FL 32826

Director: Louis Leeburg

2603 Challenger Tech Court, Suite 100, Orlando, FL 3282

Director: Gary Silverman

2603 Challenger Tech Court, Suite 100, Orlando, FL 32826

FILED
JUN 19 PM 1:23
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

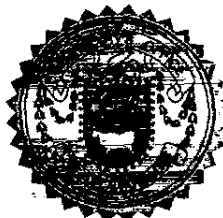
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIGHTPATH TECHNOLOGIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JUNE A.D. 2003.

FILED
JUN 19 PM 4:28
DELAWARE SECRETARY OF STATE

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LIGHTPATH TECHNOLOGIES, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF JUNE, A.D. 1992.

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

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2300914 8300

AUTHENTICATION: 2460136

030377557

DATE: 06-09-03