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From: Account Name : CORPORATION SERVICE COMPANY
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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Sony Nec Optiarc America Inc.

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Florida NO. 402 Dept P. 2 State



April 9, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: SONY NEC OPTIARC AMERICA INC.
REF: W07000017213

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FAX Aud. #: H07000090325
Letter Number: 407A00023795

RESUBMIT

Please give original
submission date as file date.

P.O BOX 6327 - Tallahassee, Florida 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. SONY NEC OPTIARC AMERICA INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 42-1722659
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 11, 2007 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

c/o SONY NEC OPTIARC AMERICA INC., 1730 N. First Street

7. San Jose, CA 95118
(Principal office address)

1730 N. First Street, San Jose, CA 95118
(Current mailing address)

OEM integration business. To engage in any act or activity for which corporations may be organized.

8. _____
(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

**Jeanine Reynolds
as its agent**

By: [Signature]
(Registered agent's signature)

Assistant Vice President

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: See attached officers/directors rider

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: See attached officers/directors rider

Address:

Vice President:

Address:

Secretary:

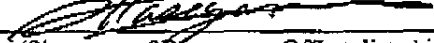
Address:

Treasurer:

Address:

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Akihiro Hasegawa, President
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

SONY NEC OPTIARC AMERICA INC.

List of Officers

Name: Akihiro Hasegawa Title: President
Bus. Addr.: 1730 N. First Street, San Jose, CA 95118

Name: Gary Bieda Title: Secretary
Bus. Addr.: 1730 N. First Street, San Jose, CA 95118

List of Directors

Name: Akihiro Hasegawa Term:
Bus. Addr.: 1730 N. First Street, San Jose, CA 95118

Name: Kazuhiko Takeda Term:
Bus. Addr.: 1-11-1 Osaki Shinagawa-Ku, Tokyo, 141-0032, Japan

Name: Shinichi Yamamura Term:
Bus. Addr.: 1-11-1 Osaki Shinagawa-Ku, Tokyo, 141-0032, Japan

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SONY NEC OPTIARC AMERICA 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 SIXTH DAY OF APRIL, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SONY NEC OPTIARC AMERICA INC." WAS INCORPORATED ON THE ELEVENTH DAY OF JANUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 5573952

DATE: 04-06-07