

F00000002946

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Panametrix 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:

Robert E. Whiteley

(Name of Person)

Panametrix Inc.

(Firm/Company)

221 Crescent Street

(Address)

Waltham MA

(City/State/Zip)

100003136191--7

-02/15/00-01097-001

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

100003136191--7

-05/16/00-01029-016

***1150.00 ***1150.00

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

Same as above

(Name of Person)

at (781) 899-2719

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Name
Availability Qualification/Tax Lien Section
Division of Corporations
Document 09 E. Gaines St.
Examiner Tallahassee, FL 32399

Update Enclosed is a check for the following amount:

W. P. Verifier ☒ \$70.00 Filing Fee

Acknowledgement DCC

W. P. Verifier DCC

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

\$1,000 Penalty

\$150. Annual Report

C. TAX

FILING

R. AGENT FEE

Qualification/Tax Lien Section

Division of Corporations

P.O. Box 6327

N. BANK

Tallahassee, FL 323

AMOUNT DUE

REFUND

SECRETARY OF STATE
TALLAHASSEE, FL 32304

00 MAY 25 PM 2:08

FILED

① name not available

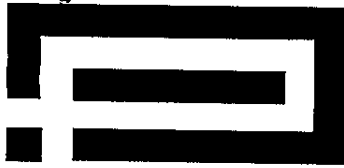
② Penalty

③ need signature
of Controller

00000000 4712

F0000000 2946

2 pages



221 CRESCENT ST., WALTHAM, MA 02154-3497, 617-899-2719
* ISO 9001 CERTIFIED *

April 10, 2000

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FLA 32314

Attention: Diane Cushing, Corporate Specialist

Dear Diane,

We have revised our incorporation documents for the state of Florida and have included with this letter per your request dated February 21, 2000. If you have any questions or problems please do not hesitate to call me at (781) 899-2719 ext, 688.

Regards,

Carla M Routhier

Enclosures



221 CRESCENT ST., WALTHAM, MA 02154-3497, 617-899-2719
* ISO 9001 CERTIFIED *

May 5, 2000

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FLA 32314

Attention: Diane Cushing, Corporate Specialist

Dear Diane,

We have revised our incorporation documents for the state of Florida and have included with this letter along with a check in the amount of \$1,150.00, per your request dated April 18, 2000. If you have any questions or problems please do not hesitate to call me at (781) 899-2719 ext, 688.

Regards,

Carla M Routhier

Enclosures



221 CRESCENT ST., WALTHAM, MA 02154-3497, 617-899-2719
* ISO 9001 CERTIFIED *

May 16, 2000

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FLA 32314

Attention: Diane Cushing, Corporate Specialist

Dear Diane,

Attached is a signed document per your request. I apologize for this inconvenience. Thank you for your patience in this matter. If you have any questions or problems please do not hesitate to call me at (781) 899-2719 ext, 688.

Regards,

Carla M Routhier

Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 21, 2000

ROBERT E. WHITELEY
PANAMETRICS, INC.
221 CRESCENT STREET
WALTHAM, MA 02453-3497

SUBJECT: PANAMETRICS, INC.
Ref. Number: W00000004712

We have received your document for PANAMETRICS, 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 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.

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/uniform business report and penalty fees is \$1,150.00.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 900A00009158



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 18, 2000

ROBERT E. WHITELEY
PANAMETRICS, INC.
221 CRESCENT STREET
WALTHAM, MA 02453-3497

SUBJECT: PANAMETRICS, INC.
Ref. Number: W00000004712

We have received your document for PANAMETRICS, 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):

You failed to make the correction(s) requested in our previous letter.

Please see the copy of the attached letter that was previously sent. The dba name that you have chosen is not available. Please select a new name. You failed to respond concerning the penalty fee. Robert E. Whitely failed to sign on line 13.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 200A00021082



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 11, 2000

ROBERT E. WHITELEY
PANAMETRICS, INC.
221 CRESCENT STREET
WALTHAM, MA 02453-3497

SUBJECT: PANAMETRICS, INC. d/b/a PANAMETRICS, INC. OF DELAWARE
Ref. Number: W00000004712

We have received your document for PANAMETRICS, INC. d/b/a PANAMETRICS, INC. OF DELAWARE and your check(s) totaling \$1220.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You still haven't signed the actual application. Please have Robert E. Whiteley sign on line 13.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 000A00026404

RESOLUTION OF BOARD OF DIRECTORS
(Please print or type)

I, the undersigned Robert E. Whiteley, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

Panametrics, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware

was duly adopted on August 9, ~~2000~~ 1999

Be it resolved, that Panametrics, Inc.
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Panametrics, Inc. of Delaware for use in Florida.

Dated: 4.10.00



Signature of either Chairman, Vice Chairman or any officer

Robert E. Whiteley

Type or print Name

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 25 PM 2:08

FILED

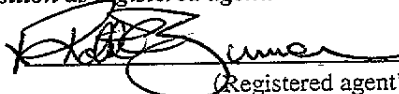
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. Panametries 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 3. 04-2452621
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9.8.68 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 8.9.99
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 221 Crescent Street
Waltham, MA 02453-3497
(Current mailing address)
8. Sales solicitation of scientific electronic equipment manufactured in Massachusetts
(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: Robert Zimmer
Office Address: 2715 Kaileen Circle, NE
Palm Bay, FLA 32905, Florida, 32905
(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.


(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)

See attached

FILED
00 MAY 25 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Chairman: _____

Address: _____

Vice Chairman: See attached

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: See attached

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

X 13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert E. Whiteley, Controller
(Typed or printed name and capacity of person signing application)

FILED
00 MAY 25 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PANAMETRICS, INC.

List of Officers

Title	Name	Address
President	Francis B. Sellers	541 Peakham Rd. Sudbury, MA 01776
Vice President	Lawrence C. Lynnworth	77 Graymore Rd. Waltham, MA 02452
Vice President & Treasurer, Secretary & Clerk	Robert C. Screen	49 Edgehill Rd. Stow, MA 01775
Vice President	Gerald M. Elfbaum	4 King's Rd. Canton, MA 02021
Vice President	Daniel J. Carnevale	17 Landers Drive Beverly, MA 01915
Vice President	Thomas Harnett	17 Brookfarm Rd. W. Roxbury, MA 02132
Vice President	Michael J. Scelzo	47 Hay St. Newbury, MA 01951
Vice President	Thomas Nicholson	7 Taylor Circle Whitman, MA 02382
Controller, Assistant Secretary & Clerk	Robert E. Whiteley, Jr.	108 Elm St. Kingston, MA 02364

FILED
00 MAY 25 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

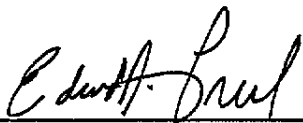
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PANAMETRICS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF NOVEMBER, 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 HAVE BEEN PAID TO DATE.

FILED
MAY 25 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

0686619 8300

AUTHENTICATION: 0075995

991480320

DATE: 11-11-99