



# F01000005580

ACCOUNT NO. : 072100000032

REFERENCE : 154129 4385715

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pigato*

FILED  
01 OCT 29 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : October 23, 2001

ORDER TIME : 9:32 AM

ORDER NO. : 154129-040

CUSTOMER NO: 4385715

CUSTOMER: Ms. Pat Dohoney  
Carl Zeiss, Inc.  
One Zeiss Drive

Thornwood, NY 10594

RECEIVED  
01 OCT 26 AM 10:29  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: CARL ZEISS SURGICAL, INC.

XXXX QUALIFICATION (TYPE: CO)

600004654836--2

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: \_\_\_\_\_

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 SURGICAL, 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. New York

(State or country under the law of which it is incorporated)

3. 13-3840224

(FEI number, if applicable)

4. April 27, 1995

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 10-1-01  
(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.)

c/o Tax Dept., One Zeiss Drive

7. Thornwood, NY 10594

(Principal office address)

One Zeiss Drive, Thornwood, NY 10594

(Current mailing address)

Sale of surgical optical equipment. 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 or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

By: Louise B. Smith

(Registered agent's signature)

Louise B. Smith 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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TALLAHASSEE, FLORIDA

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

13. James J. Kelly  
(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)

# CARL ZEISS SURGICAL, INC.

One Zeiss Drive, Thornwood, NY 10594

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## OFFICERS

Eric Timko - President  
Craig Altschuler - Vice President, Finance  
Carl O'Connell - Vice President, Marketing  
James J. Kelley - Secretary  
Michael Sodini - VP Operations Central Reg  
Greg Pope - VP Operations Eastern Reg.  
Wayne Irwin - VP Operations Western Reg.

## DIRECTORS

Dr. Michael Kaschke (Chairman)  
Eric Timko  
James J. Kelly  
Ulrich Krauss  
(outside Director TBA)

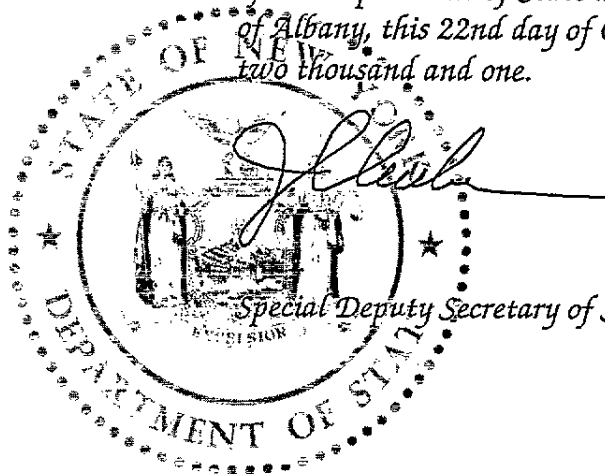
**State of New York** } ss:  
**Department of State**

I hereby certify, that the Certificate of Incorporation of CARL ZEISS SURGICAL, INC. was filed on 04/27/1995, under the name of CZS, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with 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 CZS, INC., changing its name to CARL ZEISS SURGICAL, INC., was filed 09/07/2001.

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Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 22nd day of October  
two thousand and one.



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