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REFERENCE : 154129 4385715

AUTHORIZATION : *Patricia Pigot*

COST LIMIT : \$ 70.00

FILED
01 OCT 26 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 23, 2001

ORDER TIME : 9:29 AM

ORDER NO. : 154129-035

CUSTOMER NO: 4385715

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

Thornwood, NY 10594

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DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: CARL ZEISS MICROIMAGING, INC.

500004654655--7

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

(5)

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 MICROIMAGING, 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. 13-4186423

(FEI number, if applicable)

4. August 24, 2001

(Date of incorporation)

5. Perpetual

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

6. Qualification

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 optical research imaging and analysis 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: _____

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

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

14. James Kelly, Secretary
(Typed or printed name and capacity of person signing application)

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CARL ZEISS MICROIMAGING, INC.

One Zeiss Drive, Thornwood, NY 10594

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TALLAHASSEE, FLORIDA

OFFICERS

James Sharp – President
Philip Gottlieb – Vice President, Finance
James J. Kelly – Secretary

DIRECTORS

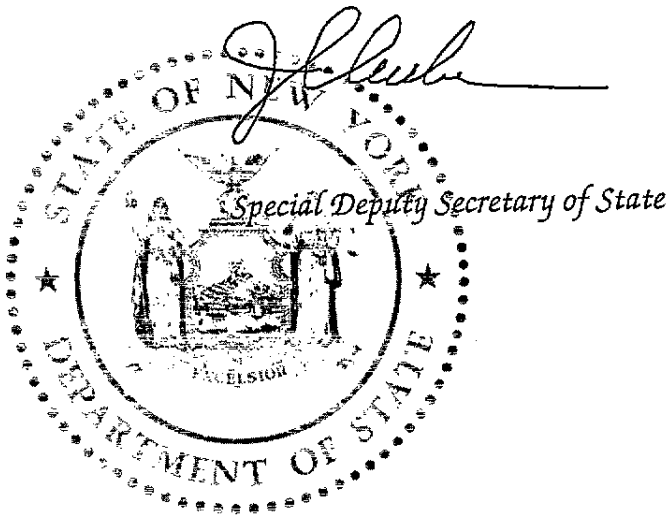
Dr. Norbert Gorny (Chairman)
Dr. Scott E. Fraser
James J. Kelly
Dr. Uli Simone
Dr. Bernd Faltermeier
James Sharp

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TALLAHASSEE, FLORIDA

State of New York | ss:
Department of State

I hereby certify, that the Certificate of Incorporation of CARL ZEISS MICROIMAGING, INC. was filed on 08/24/2001, 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.

*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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