

CCH CORPORATION SYSTEM

CORPORATION NAME

Uniroyal Optoelectronics, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign qualification	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

8/22/02

Order#: 5543740

300007283593-14

-08/22/02-01027-017

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

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

no conflict
mgs-1185

**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. Utiroyal Optoelectronics, 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. 37-1432427
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 02/20/1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 05/31/2002
(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. 3401 Cragmont Drive, Tampa, FL 33619
(Principal office address)

same
(Current mailing address)

8. any lawful purpose for which a corporation may be formed in the State of Delaware
(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)

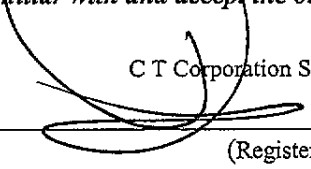
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

By: C T Corporation System

(Registered agent's signature)

PETER F. SOUZA
ASSISTANT SECRETARY

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Howard R. Curd

Address: 2 N. Tamiami Trail, suite 900
Sarasota, FL 34236

Vice Chairman: Robert L. Soran

Address: 2 N. Tamiami Trail, Suite 900
Sarasota, FL 34236

Director: George J. Zulanis, Jr.

Address: 2 N. Tamiami Trail, Suite 900
Sarasota FL 34236

Director: David C. Miller

Address: 3401 Cragmont Drive
Tampa, Florida 33619

B. OFFICERS

President: David C. Miller

Address: 3401 Cragmont Drive
Tampa, FL 33619

Sr. Vice President: Jeffrey Nelson

Address: 3401 Cragmont Drive
Tampa, FL 33619


EVP & Secretary: Oliver J. Janney

Address: 2 N. Tamiami Trail, Suite 900, Sarasota, FL 34236

EVP & Treasurer: George J. Zulanis, Jr.

Address: 2 N. Tamiami Trail, Suite 900, Sarasota, FL 34236

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

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

14. Oliver J. Janney, Secretary
(Typed or printed name and capacity of person signing application)

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Uniroyal Optoelectronics, Inc.

Addendum to Item 12 of Application of Foreign Corporation for Authorization to Transact Business in Florida.

Vice President: William G. Ochrym
3401 Cragmont Drive
Tampa, Florida 33619

Vice President: Michael G. Brown
3401 Cragmont Drive
Tampa, Florida 33619

Vice President: Martin J. Gutfreund
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236

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Delaware

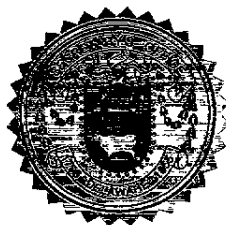
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNIROYAL OPTOELECTRONICS, 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 NINETEENTH DAY OF AUGUST, A.D. 2002.

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

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020522091

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1941672

DATE: 08-19-02