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2004 SEP 27 PM 3:56
FEDERAL RESERVE BANK
ATLANTA, GA 30333

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Olympus Imaging America Inc, 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:

Steve Mitchell
(Name of Person)

Olympus America Inc
(Firm/Company)

PO Box 9058
(Address)

Melville NY 11747
(City/State and Zip code)

For further information concerning this matter, please call:

Steve Mitchell at (631) 844-5776
(Name of Person) (Area Code & Daytime Telephone Number)

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27 NOV 21 P 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee

\$78.75 Filing Fee &
Certificate of Status

\$78.75 Filing Fee &
Certified Copy

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

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

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

2. Delaware 3. 760765221
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 02, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(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.)

Two Corporate Center Drive
7. Melville, NY 11747
(Principal office address)

PO Box 9058, Melville, NY 11747
(Current mailing address)

8. Distribute consumer and optical goods. To engage in any act or activity for which corporations may be organized.
(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, Florida 32301
(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.

Corporation Service Company
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:**

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

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: _____

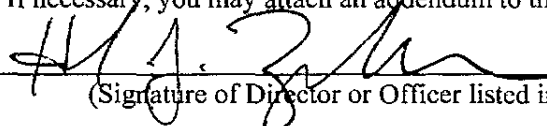
Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Howard J. Zauderer, Secretary
(Typed or printed name and capacity of person signing application)

**Olympus Imaging America Inc.
Company Information
As of October 1, 2004**

Date of Incorporation: August 2, 2004
State of Incorporation: DE
FEIN: 76-0765221

Position	Name	Address	Officers	SSN
President	F. Mark Gumz	Two Corporate Center Dr., Melville, NY 11747		
Vice Pres.	Stewart Muller	Two Corporate Center Dr., Melville, NY 11747		
Secretary	Howard J. Zauderer	Two Corporate Center Dr., Melville, NY 11747		
Treasurer	Kazuhiro Watanabe	Two Corporate Center Dr., Melville, NY 11747		
Asst. Secretary	Kathleen F. Cairney	Two Corporate Center Dr., Melville, NY 11747		
Asst. Treasurer	Christopher Davanzo	Two Corporate Center Dr., Melville, NY 11747		

Shareholder Information
100% owned by Olympus USA Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

PAGE 1

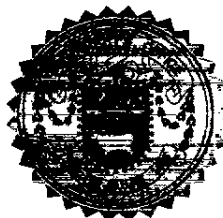
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OLYMPUS IMAGING 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 TENTH DAY OF SEPTEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OLYMPUS IMAGING AMERICA INC." WAS INCORPORATED ON THE SECOND DAY OF AUGUST, A.D. 2004.

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

FILED
SEP 27 2004
SECRETARY OF STATE
DELAWARE



3837075 8300

040656371

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3342803

DATE: 09-10-04