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COVER LETTER

TO: New Filing Section Division of Corporations				
SUBJECT: Optos, 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:				
Elizabeth M. Sippel				
(Name of Person)				
Optos, Inc.				
(Firm/Company)				
199 Forest St -Attn: Tax Dept				
(Address)				
Marlborough, MA. 01752-3099				
(City/State and Zip code)				
For further information concerning this matter, please call:				
Elizabeth M. Sippel at (508) 787-1439				
(Name of Person) (Area Code & Daytime Telephone Number)				
STREET/COURIER ADDRESS: New Filing Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301 MAILING ADDRESS: New Filing Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314				
Enclosed is a check for the following amount:				
\$70.00 Filing Fee \$\ S78.75 Filing Fee &				



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FLORIDA DEPARTMENT OF STATE Division of Corporations

January 24, 2006

ELIZABETH M SIPPEL OPTOS, INC. 199 FOREST ST - ATTN: TAX DEPT MARLBOROUGH, MA 01752-3099

SUBJECT: OPTOS, INC. Ref. Number: W06000003478

We have received your document for OPTOS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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/uniform business 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 \$6900.00.

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) 245-6855.

Tammy Hampton Document Specialist

Letter Number: 706A00005136



Revolutionizing the Retinal Exam

North America Headquarters 199 Forest Street Marlborough, MA 01752

February 1, 2006

Ms. Roseann Varnadore
PERSONAL AND CONFIDENTIOAL
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Ref. Number W06000003478

Dear Roseann:

Thank you for your help in getting us current and in good standing with the State of Florida.

As I explained, in the past we relied on an outside CPA firm to do all of our tax filing, and obviously things were neglected. We have been filing and paying our sales tax and have made honest attempts to be sure are filings were true and accurate. This is why I am requesting that you waive the penalty fees of \$6900, as assessed.

Enclosed is our check for \$2,400 which makes up \$900 for annual report filing fees, plus \$1,500 in penalty. Please accept this as our goodwill effort to bring our account up to good standing, and kindly waive any other penalties.

Once again, thank you for your assistance. Please send us our certificate of good standing to complete our records.

Sincerely,

Terri Perrin Controller Optos, Inc.

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.

(If name unaveil	· ·	adopted for the purpose of transacting business in Florida)	
Delawar		98-0192728	
•	under the law of which it is incorporated)	(FEI number, if applicable)	
09/10/19	98 _{s.}	Perpetual	
(Date	of incorporation)	(Duration: Year corp. will cease to exist or "petpetual")	
9/30/200	00		
•		n Florida, if prior to registration) 502, F.S., to determine penalty liability)	
	(320 320 110113 007,1341 00 007.1	DOZ, F.D., to determine penalty hadring	
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199 Fore	(Principal office addest St. Marlborough, MA. (Current mailing addest St -Attn: Tax Dept, Marlborough) of corporation authorized in home state or co	arlborough, MA. 01752-3099	
199 Fore (Purpose(s) Name and street	(Principal office address of Florida registered agent: (P.C. C T Corporation	on 1752-3099 Arlborough, MA. 01752-3099 Country to be carried out in state of Florida) D. Box NOT acceptable)	
199 Fore (Purpose(s	(Principal office address of Florida registered agent: (P.0	on 1752-3099 Arlborough, MA. 01752-3099 Country to be carried out in state of Florida) D. Box NOT acceptable)	

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 saignature)

TRANTOFTEROS

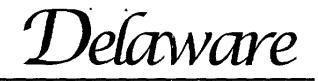
ASSESSMENT SECRETIVE

(Registered agent saignature)

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:	
Address:	
Vice Chairman:	
Address:	
Director:	
Address:	
Director:	
Address:	
	PHA B
B. OFFICERS	RY SEE
President: Ian Stevens	- 10 S S S S S S S S S S S S S S S S S S
Address: 199 Forest St	9.
Marlborough, MA. 01752-3099	<u> </u>
Vice President:	
Address:	
Secretary:	
Address:	
Treasurer:	
Address:	
NOTE: If necessary, you may attach an addendum to the application listing additional officers an	id/or directors.
13(Signature of Discover Officer listed in number 12 of the application)	
lan Stevens - President	
(Typed or printed name and capacity of person signing application)	



PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPTOS, 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 FOURTH DAY OF OCTOBER, A.D. 2005.



Darriet Smith Hindson

AUTHENTICATION: 4202482

DATE: 10-04-05

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