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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Optopo, Inc.

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C.S. 3-15

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. Optopo, Inc.

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

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

2. Delaware

3. 20-0165834

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

(FEI number, if applicable)

4. 07-28-2003

5. perpetual

(Date of incorporation)

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

6. upon qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4020 Stirrup Creek Drive, Suite 115, Durham, NC 27703

(Principal office address)

4020 Stirrup Creek Drive, Suite 115, Durham, NC 27703

(Current mailing address)

Centice engineers designs and manufactures computational sensors used in the general purpose spectrometer, medical diagnostic and pharmaceutical markets.

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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida

33324

(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.

CT Corporation System

By: 

(Registered agent's signature)

RACHEL T. HAYES
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.

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

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SECRETARY OF STATE

A. DIRECTORSChairman: See attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: See attachment

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. _____
(Signature of Director or Officer listed in number 12 of the application)14. Arthur Bergens, Jr., Secretary
(Typed or printed name and capacity of person signing application)FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Optopo, Inc.**Officers and Directors:**

Mike Sullivan, Chief Executive Officer
4020 Stirrup Creek Drive
Suite 115
Durham, NC 27703

Residence: 10600 Baden Place
Raleigh, NC 27813

Arthur Bergens, Jr., Chief Financial Officer/Secretary
4020 Stirrup Creek Drive
Suite 115
Durham, NC 27703

Residence: 5021 Sunset Fairways Drive
Holly Springs, NC 27540

Tom Scholl, Director
7501 Wisconsin Avenue, East Tower, Suite 1380
Bethesda, MD 20814

Residence: 7300 Arrowood Road
Bethesda, MD 20817

Scott Albert, Chairman/Director
2525 Meridian Parkway, Suite 220
Durham, NC 27713

Residence: 2700 Forest Creek Road
Chapel Hill, NC 27514

David Brady, Director
4020 Stirrup Creek Drive, Suite 115
Durham, NC 27703

Residence: 2801 Dogwood Road
Durham, NC 27705

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CT CORPORATION SYSTM

PAGE 05/05
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Delaware

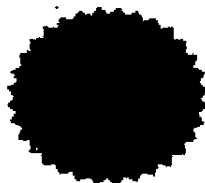
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPTOPG, 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 FOURTEENTH DAY OF MARCH, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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060244935

AUTHENTICATION: 4589253

DATE: 03-14-06