

F09000001846

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

FOREIGN PROFIT/NONPROFIT CORPORATION

Aeroflex Incorporated d/b/a Aeroflex of Plainview, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$1,220.00

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Corporate Filing Menu

Help

T. Burch MAY 7 2009

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2009 MAY -6 PM 4:46
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SECRETARY OF STATE
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA -6 PM 2:30

F09000001846



May 14, 2009

Certified mail #7005 2570 0001 9659 7744

Mr. Tim Burch
Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Request waiver of late filing penalty
Aeroflex Incorporated
Corporation Doc. # F09000001846

Dear Mr. Burch:

We have been informed by our registered agent, CT Corporation that the state of Florida assessed a late filing penalty of \$1,150 (See CT's invoice attached). We respectfully request that you waive the penalty due to reasonable cause as follows:

- 1) Our records indicate that we inadvertently provided a date of first transacted business in Florida, 10/1/2008, incorrectly. The company does not have an office, tangible assets and/or sales transacted within the state of Florida to-date.
- 2) The company filed an application with the Florida Corporation Income tax Division in 10/1/2007 due to one employee moved his primary residence from New York to Florida on 10/1/2007. During that time, the said employee spent most of his time in New York office.
- 3) We timely filed the "Initial" Florida Corporation Income Tax Return for the period from 8/15/07 to 6/30/08 that had no business activity conducted in the state, except one employee payroll, and no tax due. As a result of filing, we were advised that we needed to register to do business with the Florida State Department.
- 4) The application was completed by our accountant whom has no knowledge about the tax/legal filing requirements. We have no intention to delay the filing if we had known the tax laws.

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Please consider our reasonable causes and waive the penalty accordingly. Should you have any questions, please feel free to call Paul Yong at (516) 752-5607.

Thank you for your consideration.

Very truly yours,

Aeroflex Incorporated


James Stewart
Director of Financial Management

Enclosure: CT Corporation's invoice

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Aeroflex of Plainview, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 11-1974412
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 01-03-1961 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. October 1, 2008
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 35 South Service Rd. Plainview NY 11803
(Principal office address)

(same as above)
(Current mailing address)
8. Sale + manufacturing of test equipment
(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, 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.

CT Corporation System
By: Joanne McCarthy
(Registered agent's signature)

Joanne McCarthy
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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: (see attached @)

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. X [Signature]
(Signature of Director or Officer listed in number 12 of the application)

14. Charles Badlata, Treasurer & Assistant Secretary, VP
(Typed or printed name and capacity of person signing application)

Aeroflex Incorporated
35 South Service Road
P.O. Box 6022
Plainview, NY 11803-0622


Federal ID #11-1874412

Directors:

Leonard Borow
John E. Buyko
Hugh D. Evans
Robert B. McKeon
Ramzi M. Musallam

Officers:

Leonard Borow - President & Chief Executive Officer
John E. Buyko - Executive Vice President and President, AMS
John Adamovich, Jr. - Senior Vice President, Chief Financial Officer & Secretary
Carl Caruso - Vice President of Manufacturing
Charles Badlato - Vice President, Treasurer & Assistant Secretary



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AEROFLEX INCORPORATED" 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 THIRTIETH DAY OF APRIL, A.D. 2009.

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

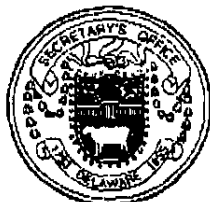
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0561329 8300

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7275747

DATE: 04-30-09