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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
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Electronic Filing Menu

Corporate Filing Menu

Help

T. Burch MAY _72

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.

BLEALTELLAT OF STAT

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

2009 MAY -6 PH 4: 46

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida Claware State or country under the law of which it is incorporated) (FER number, if applicable) (Date of incorporation) (Date of incorporation) (Date of incorporation) (Dete first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability) 3.5 South Secure Rd Planaurus Ny //50.3 (Principal office address) (Summa as above (Current mailing address) (Current mailing address) (Fundamental street address of Florida registered agent: (P.O. Box NOT acceptable) Name: CT Corporation System 1200 South Pine Island Road Plantation , Florida 33324 (City)		rated			*
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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 busine	. 13 6 198	les de la			•		
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A. DIRECTORS			À		•	<u>}</u>	**
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Aeroflex Incorporated 35 South Service Road P.O. Box 6022 Plainview, NY 11803-0622

(A)

Federal ID #11-1974412

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 Badiato - Vice President, Treasurer & Assistant Secretary

2009 HAT -6 FR 4: 41
SECRETARY OF STATE
TAIL AHASSEE, FLORID.

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.

SECRETARY OF STATI

0561329 8300

090415986

You may verify this certificate coline

Petrey W Bullock Socretary of State

DATE: 04-30-09