

F94000005111

TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: CARL ZEISS, INC. (FORMERLY KNOWN AS  
CARL ZEISS HOLDING CO., INC.)  
(Name of corporation)

DOCUMENT NUMBER: F94000005111

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this  
matter to the following:

800004990488--0  
-02/22/02--01028--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

JANICE PATTERSON  
(Name of person)

CARL ZEISS, INC.  
(Name of firm/company)

ONE ZEISS DRIVE  
(Address)

THORNWOOD, NY 10594  
(City/state and zip code)

For further information concerning this matter, please call:

DONNA NELSON at (914) 681-7657  
(Name of person) (Area code & daytime telephone number)

Mailing Address:  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address:  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
02 MAR 12 PM 4:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gave OK  
added  
file date  
in home  
state  
(91)

re  
794-5111  
2/25/02  
NC



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 26, 2002

JANICE PATTERSON  
CARL ZEISS HOLDING CO., INC.  
ONE ZEISS DR  
THORNWOOD, FL 10594

SUBJECT: CARL ZEISS HOLDING CO., INC.  
Ref. Number: F94000005111

We have received your document for CARL ZEISS HOLDING CO., INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

\* An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return the original and one copy of 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) 245-6957.

Pamela Smith  
Corporate Specialist  
Amendment Section

Letter Number: 102A00011652

3/7/02

\* See attached.

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. CARL ZEISS HOLDING Co, INC.  
(Name of corporation as it appears on the records of the Department of State)
2. NY 3. 10/3/94  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 10/2/01

5. CARL ZEISS, INC.  
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

James J. Kelly  
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

JAMES J. KELLY  
(Typed or printed name)

2/19/02  
(Date)

PRESIDENT  
(Title)

**FILED**  
02 MAR 12 PM 4:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of New York }  
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on FEB 19 2002



A handwritten signature in cursive script, followed by a horizontal line.

Special Deputy Secretary of State

1011 002000 354

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF**

**CARL ZEISS HOLDING CO., INC.**

Under § 805 of the Business Corporation Law

Pursuant to the provisions of § 805 of the Business Corporation Law, the undersigned hereby certifies as follows:

- FIRST:** The name of the Corporation is Carl Zeiss Holding Co., Inc., (the "Corporation"). The name of the corporation under which it was formed was Carl Zeiss, Inc.
- SECOND:** The Certificate of Incorporation was filed by the New York State Department of State on December 11, 1925.
- THIRD:** The amendment to the Certificate of Incorporation of the Corporation effected by this Certificate of Amendment is to change the name of the Corporation. In order to accomplish the foregoing amendment to the Certificate of Incorporation of the Corporation, Article 1 of the Certificate of Incorporation is hereby amended to read as follows:
- \* "ARTICLE I: The name of the Corporation is Carl Zeiss, Inc."
- FOURTH:** The amendment was authorized by unanimous written consent of the directors and sole shareholder of the Corporation.

IN WITNESS WHEREOF, I sign my name and affirm the statements made  
herein are true under penalties of perjury this 28<sup>th</sup> day of September, 2001.

CARL ZEISS HOLDING CO., INC.

By:

  
James J. Kelly, CEO

By:

  
Thomas Niederfeld, Secretary

6011 002000 354

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE

OF

INCORPORATION

OF

CARL ZEISS HOLDING CO., INC.

DATED: September 28, 2001

Carl Zeiss Holding Co., Inc.,  
One Zeiss Drive  
Thornwood, NY 10594  
(914) 747 1800

1cc  
STATE OF NEW YORK  
DEPARTMENT OF STATE

OCT 02 2001

FILED

TAX \$

BY: PEM

WEST. Co.

FILED

OCT 2 11 25 AM '01

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RECEIVED

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