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WALTER R. BASHAW II

July 2, 1997

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The Florida Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

In Re: Withdrawal of II-VI Virgo Incorporated

Gentlemen:

I enclose an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida with respect to the withdrawal of II-VI Virgo Incorporated as a foreign corporation from Florida. The purpose for filing the enclosed document is to reflect the fact that this corporation, II-VI Virgo Incorporated, was merged into VLOC Incorporated, effective June, 30, 1997. VLOC Incorporated is a Pennsylvania corporation qualified to do business in Florida. Please note that it is not the intention of this filing to affect or alter in any way the status of VLOC Incorporated as a corporation qualified to do business in Florida.

Please advise me if the effect of filing this document will have any unintended consequences in this regard. Also, for your information, I enclose a copy of the Articles of Merger which were filed with the Pennsylvania Department of State Corporation Bureau on June 13, 1997 effective June 30, 1997.

Finally, I enclose a check made payable to the Florida Department of State in the amount of \$43.75 for the applicable filing fee and for a Certificate of Status. Please forward the Certificate of Status to me at your earliest convenience.

Yours very truly,


Walter R. Bashaw II

RWB/jd
Enclosures

cc: Mr. Steve Sacone (w/o enc.)
Mr. James Martinelli (w/o enc.)

FILED
97 JUL -7 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 7/10 withdrawal

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

II-VI VIRGO INCORPORATED
(Name of Corporation)

PENNSYLVANIA
(Incorporated Under Laws Of)

87 JUN -7 PM 3:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

375 Saxonburg Boulevard
(Mailing Address)

Saxonburg, Pennsylvania 16056
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Francis J. Kramer
Signature

Chairman and
Vice President
Title

Francis J. Kramer
Typed or printed name

June 9, 1997
Date