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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 721306 8901F

AUTHORIZATION : *Patricia Pysit*

COST LIMIT : \$ 70.00

ORDER DATE : October 31, 1995

ORDER TIME : 12:30 PM

ORDER NO. : 721306

CUSTOMER NO: 8901F

CUSTOMER: Ms. Frances McCann
Prentice Hall Legal &
433 California Street
Suite 610
San Francisco, CA 94104

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***3600.00 ***3600.00

W95-21650

FOREIGN FILINGS

NAME: ETEC SYSTEMS, INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

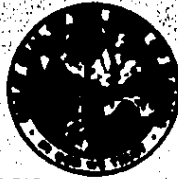
XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

LC
11/20/95
95 NOV 20 AM 9:59
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 31, 1995

CSC NETWORKS
WALK-IN

SUBJECT: ETEC SYSTEMS, INC.
Ref. Number: W95000021650

We have received your document(s) in this office, however, the document is being returned for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3600.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

Please return 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 (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 195A00048774

**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. ETEC SYSTEMS, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Nevada
(State or country under the law of which it is incorporated)
3. 94-3094580
(FEI number, if applicable)
4. May 10, 1989
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 1992
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 26460 Corporate Avenue
Hayward, California 94545
(Current mailing address)
8. Supply parts and service existing computer systems
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Prentice-Hall Corporate System Inc.
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Lisa Viscaina ASST V.P.
(Registered agent's signature)
LISA VISCAINA

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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12. Names and addresses of officers and/or directors (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Stephen E. Cooper

Address: 26460 Corporate Avenue, Hayward, CA 94545

Vice Chairman: Not applicable

Address: _____

Director: Takashi (John) Suzuki

Address: 26460 Corporate Avenue, Hayward, CA 94545

Director: Edward L. Gelbach

Address: 26460 Corporate Avenue, Hayward, CA 94545

B. OFFICERS (Street address only- P. O. Box NOT acceptable) (See Attachment A)

President: Stephen E. Cooper

Address: 26460 Corporate Avenue
Hayward, CA 94545

Vice President: Philip J. Koen, Jr.

Address: 26460 Corporate Avenue
Hayward, CA 94545


Secretary: Richard S. Grey, Esq.

Address: c/o Pillsbury Madison & Sutro
235 Montgomery Street, San Francisco, CA 94104

Treasurer: Philip J. Koen, Jr.

Address: 26460 Corporate Avenue, Hayward, CA 94545

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stephen E. Cooper, President, Chief Executive Officer and
(Typed or printed name and capacity of person signing application) Chairman of the Board

ATTACHMENT A

Item 12.A (continued)

Director: Catherine P. Goodrich
26460 Corporate Avenue
Hayward, CA 94545

Director: Jack H. King
26460 Corporate Avenue
Hayward, CA 94545

Director: John McBennett
26460 Corporate Avenue
Hayward, CA 94545

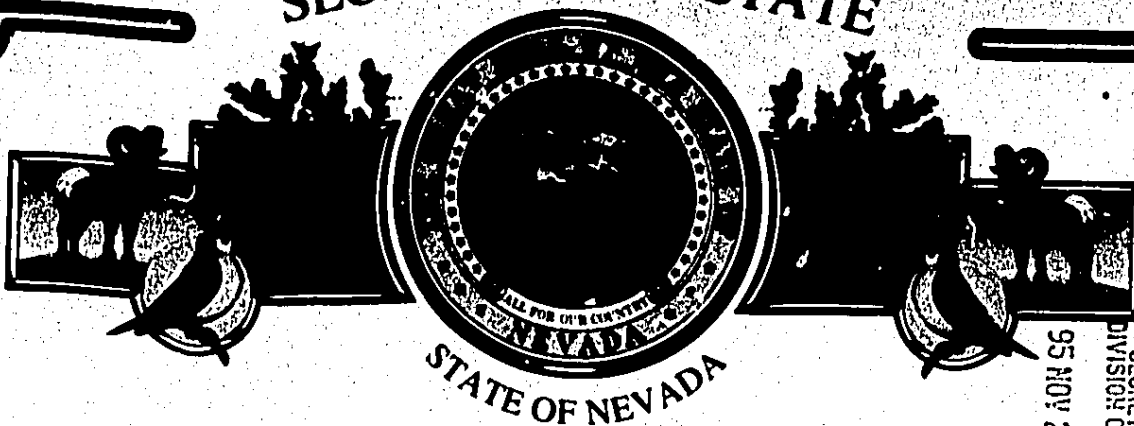
Director: Thomas Michael Trent
26460 Corporate Avenue
Hayward, CA 94545

Director: Paul A. Warkentin
26460 Corporate Avenue
Hayward, CA 94545

Director: Robert L. Wehrli
26460 Corporate Avenue
Hayward, CA 94545

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SECRETARY OF STATE



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CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **ETEC SYSTEMS, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith, is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 25th day of October, 1995.



Dean Heller

Secretary of State

By

Eric J. Fether

Certification Clerk