F96000000510

S... A..., C... MA... KE..., P.C.
ATT...EYS AT LAW
... FLOOR ... OLIVER PLAZA
PITTSBURGH, PENNSYLVANIA 15222-2002
(412) [illegible]
FAX (412) [illegible]

WALTER R. BASHAW II

January 25, 1996

900001701049
-01/30/96--01030--015
*****78.75 *****78.75

Sandra B. Mortham, Secretary of State
Florida Department of State
Division of Corporations
Qualification/Tax Lien Section
P. O. Box 6327
Tallahassee, Florida 32314

In Re: II-VI Lightning Optical Incorporated

Dear Ms. Mortham:

Enclosed please find the following documents in order to register II-VI Lightning Optical as a foreign profit corporation registered to transact business in Florida.

1. Application by Foreign Corporation for Authorization to transact business in Florida;

2. A check made payable to the Florida Department of State in the amount of $78.75;

3. A transmittal letter; and

4. A Certificate of Good Standing issued for II-VI Lightning Optical Incorporated by the Commonwealth of Pennsylvania, Department of State on January 16, 1996.

Kindly register II-VI Lightning Optical Incorporated as a foreign for profit corporation authorized to transact business in the State of Florida and send me a certificate of status confirming this corporation's status in the State of Florida.

If you have any questions, please do hesitate to call me.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 30 PM 3:56

Yours very truly,

Walter R. Bashaw II

RWB/jd
Enclosures
cc: Mr. James Martinelli

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. II-VI LIGHTNING OPTICAL INCORPORATED
(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. Pennsylvania
(State or country under the law of which it is incorporated)

3. Applied For
(FEI number, if applicable)

4. January 11, 1996
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. February 15, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 375 Saxonburg Boulevard
Saxonburg, PA 16056
(Current mailing address)

8. Design, development, manufacture and sale of optics, coatings, crystals and cavities used in industrial, medical and scientific lasers and electro-optic equipmnt.
(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)

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DIVISION OF CORPORATIONS
96 JAN 30 PM 3: 56

Name: Steve Sacone

Office Address: 6736 Commerce Avenue

Port Richey, Florida, 34668
(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.

S. Sacone
Steve Sacone (Registered agent's signature)

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 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: __________

Address: __________

Vice Chairman: __________

Address: __________

Director: Francis J. Kramer

Address: 10491 Atlantic Court
Gibsonia, PA 15044

Director: James Martinelli

Address: 104 Bowie Lane
Valencia, PA 16059

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

President: Francis J. Kramer

Address: 10491 Atlantic Court
Gibsonia, PA 15044

Vice President: Steve Sacone

Address: 6736 Commerce Avenue
Port Richey, Florida 34668

Secretary: James Martinelli

Address: 104 Bowie Lane
Valencia, PA 16059

Treasurer: __________

Address: __________

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

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

14. James Martinelli, Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JANUARY 16, 1996

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 30 PM 3:56

I DO HEREBY CERTIFY THAT,

II-VI LIGHTNING OPTICAL INCORPORATED

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Secretary of the Commonwealth

CKEI

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

LIGHTNING OPTICAL CORPORATION, a Florida corporation J98315

INTO

II-VI LIGHTNING OPTICAL INCORPORATED, a Pennsylvania corporation, F96000000510

File date: February 22, 1996

Corporate Specialist: Linda Stitt

02/22/96 16:24 FAX 412 261 6221 SHERRARD, GER[illegible] 002

F96000000510

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: KANETSKY, MOORE & DEBOER, P.A.
227 NOKOMIS AVE S
PO BOX 1767
VENICE FL 34284-17672-
CONTACT: ANNE M TAYLOR
PHONE: (941) 485-1571
FAX: (941) 484-7226

(((H96000002507))) DOCUMENT TYPE: MERGER OR SHARE EXCHANGE
NAME: II-VI LIGHTNING OPTICAL INCORPORATED
FAX AUDIT NUMBER: H96000002507 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/21/1996 TIME REQUESTED: 14:39:37
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: ~~8~~ 9 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: $122.50 ACCOUNT NUMBER: 076350000267

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
(((H96000002507)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

Consignment
Linda

FILED
96 FEB 22 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB 23 AM 8:08
RECEIVED

H96000002507

SHERRARD, GERMAN & KELLY, P.C.
ATTORNEYS AT LAW
35TH FLOOR, ONE OLIVER PLAZA
PITTSBURGH, PENNSYLVANIA 15222-2602
(412) 355-0200
FAX: (412) 261-2661

ROBERT D. GERMAN

February 22, 1996

Sandra B. Mortham, Secretary of State
Florida Department of State
Division of Corporations
Qualification/Tax Lien Section
P. O. Box 6327
Tallahassee, Florida 32314

In Re: II-VI Lightning Optical Incorporated

Dear Ms. Mortham:

Enclosed, in duplicate, are Articles of Merger for II-VI Lightning Optical Incorporated, a Pennsylvania corporation qualified to transact business in Florida, and Lightning Optical Corporation, a Florida corporation.

These Articles of Merger should be effective immediately.

Please charge this firm's account (Account No. 20761) for the filing fee and return fax to me a receipted copy of the Articles of Merger at fax number (412) 261-2661.

If you have any questions, please contact me at (412) 355-0200.

Sincerely,

Robert D. German

Robert D. German

RDG/rwb

Enclosures

cc: Mr. Francis J. Kramer
Mr. James Martinelli
Mr. Paul J. Johnson, Jr.
Michael T. Cronin, Esquire

VIA FACSIMILE

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 22, 1996

II-VI LIGHTNING OPTICAL INCORPORATED
375 SAXONBURG BLVD
SAXONBURG, PA 16056

SUBJECT: II-VI LIGHTNING OPTICAL INCORPORATED
REF: P96000000510

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The FAX audit number must be on the top and bottom of each page of the document.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000002507
Letter Number: 196A00007654

H96000002507

Microfilm Number ________________ Filed with the Department of State on ________________

Entity Number ________________ ________________

Secretary of the Commonwealth

FILED 96 FEB 22 AM 11:31 SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

1. The name of the corporation surviving the merger is:

   II-VI Lightning Optical Incorporated

2. II-VI Lightning Optical Incorporated is a Pennsylvania business corporation and the address of its current registered office in Pennsylvania is:

   375 Saxonburg Boulevard
   Saxonburg, Pennsylvania 16056
   (Butler County)

3. The other party to the plan of merger is:

   Lightning Optical Corporation

4. Lightning Optical Corporation is a Florida corporation and the address of its current registered office in Florida is:

   431 E. Spruce Street
   Tarpon Springs, Florida 34689

5. There are no other parties to the plan of merger.

6. The plan of merger shall be effective upon the filing of these articles of merger.

7. The plan of merger was adopted by the board of directors of II-VI Lightning Optical Incorporated on 2/20/96, and shareholder approval is not required, pursuant to 15 Pa. C.S.A. §1924(b)(2).

8. The plan of merger was adopted by the board of directors of Lightning Optical Corporation on 2/20/96, and shareholder approval is not required, pursuant to Florida St. §607.1103 (7).

9. The full text of the plan of merger is attached hereto and made a part hereof as Exhibit "A".

Prepared by:

Robert D. German, Esquire
Sherrard, German & Kelly, P.C.
35th Floor, One Oliver Plaza
Pittsburgh, PA 15222
(412) 355-0200

FILED 96 FEB 22 AM 11:31 SECRETARY OF STATE TALLAHASSEE, FLORIDA

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IN TESTIMONY WHEREOF, each undersigned corporation has caused these articles of merger to be signed by a duly authorized officer thereof on February ____, 1996.

ATTEST:

James Martinelli, Secretary

(Corporate Seal)

II-VI LIGHTNING INCORPORATED

By: Francis J. Kramer

Francis J. Kramer, Vice President

ATTEST:

Wayne R. Ignatuk, Secretary

(Corporate Seal)

LIGHTNING OPTICAL CORPORATION

By: Paul J. Johnson

Paul J. Johnson, Jr., President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

BY AND BETWEEN

II-VI LIGHTNING OPTICAL INCORPORATED, a Pennsylvania corporation, ("II-VI Lightning"),

AND

LIGHTNING OPTICAL CORPORATION, a Florida corporation ("Lightning Optical"),

WITNESSETH:

WHEREAS, Lightning Optical is engaged in the design, development, manufacture and sale of optics, coatings, crystals and cavities used in industrial, medical and scientific lasers and electro-optic equipment (the "Business") and has its principal place of business in Tarpon Springs, Florida;

WHEREAS, II-VI Lightning is a Pennsylvania corporation qualified to do business in Florida; and

WHEREAS, The Board of Directors of II-VI Lightning and the Board of Directors of Lightning Optical desire that II-VI Lightning and Lightning Optical shall merge (the "Merger"), and the Board of Directors of each corporation has approved this Plan of Merger (the "Plan") in accordance with the applicable provisions of the statutes of the State of Florida and Commonwealth of Pennsylvania, which permit such Merger.

Exhibit "A"
H 96000002507

ARTICLE I

MERGER

1.1 The Merger; Effect of Merger. At the Effective Time (as defined in Section 1.2), Lightning Optical shall be merged into II-VI Lightning. II-VI Lightning shall be the surviving corporation and shall continue to be a Pennsylvania corporation and the separate existence of Lightning Optical shall cease. The corporate existence of II-VI Lightning shall continue unimpaired and unaffected by the Merger.

1.2 Effective Time. The Merger shall become effective upon the filing by the parties hereto with the Department of State of the State of Florida and the Commonwealth of Pennsylvania of articles of merger. The date and time when the Merger becomes effective shall be the "Effective Time" referred to in this Plan.

ARTICLE II

SURVIVING CORPORATION

2.1 Articles of Incorporation; Bylaws. The Articles of Incorporation and By-laws of II-VI Lightning in effect immediately prior to the Effective Time shall be the Articles of Incorporation and By-laws of II-VI Lightning after the Effective Time, until thereafter amended or repealed in accordance with their terms and as provided by the Pennsylvania Business Corporation Law of 1988 ("BCL").

2.2 Directors and Officers. The directors and officers of II-VI Lightning immediately prior to the Effective Time shall be the directors and officers of II-VI Lightning immediately after the Effective Time and until their successors are duly elected and qualified.

ARTICLE III

CONVERSION OF SHARES

3.1 Conversion of Lightning Optical Shares. At the Effective Time, each share of Lightning Optical stock issued and outstanding as of the Effective Time ("Lightning Optical Shares") shall be exchanged for (a) validly issued, fully paid and nonassessable common stock, without par value, of II-VI Incorporated, a Pennsylvania corporation, ("II-VI Stock") and (b) cash in the amounts and proportions as set forth on Exhibit "A" which is attached hereto and made a part hereof.

3.2 Merger Procedure.

(a) At the Effective Time, the Shareholders shall deliver all of the Lightning Optical Shares to II-VI Lightning;

(b) At the Effective Time, II-VI Lightning shall deliver the certificates representing shares of II-VI Stock required to effect the exchange in accordance with Section 3.1 hereof. II-VI Lightning shall also deliver, in certified funds or by wire transfer, the cash required to make the payments referred to in Section 3.1.

3.3. II-VI Lightning Shares Unaffected. At the Effective Time, by virtue of the Merger, each issued and outstanding share of common stock of II-VI Lightning shall continue unchanged and remain outstanding as a share of II-VI Lightning common stock.

ARTICLE IV

MISCELLANEOUS

4.1 Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend, modify or supplement this Plan of Merger in such manner as may be agreed upon by them in writing at any time before the Effective Time, except that an amendment made subsequent to the adoption of this Plan of Merger by the Shareholders, if required, shall not change:

(a) The amount or kind of shares, obligations, cash, property or rights to be received in exchange for all or any of the Lightning Optical Shares.

(b) Any of the terms and conditions of this Plan of Merger if the change would adversely affect the holders of any Lightning Optical Shares.

4.2 Corporate Record. Upon the adoption of this Plan of Merger, the Secretaries of each party hereto are hereby instructed to file a copy of this Plan of Merger in the respective minute books of each party.

4.3 Further Assistance. Subsequent to the Effective Time, each of the parties hereto, at the request of the other, shall execute, deliver and acknowledge all such further instruments and documents and do and perform all such other acts and deeds as may reasonably be required in order to effect the Merger in accordance with the terms and conditions of this Plan of Merger.

4.4 Notices. All notices and other communications hereunder shall be in writing and shall be deemed given when delivered personally or on the second succeeding business day after being mailed by registered or certified mail to the appropriate party at its address below (or at such other address for such party as shall be specified by written notice by such party):

(a) If to II-VI Lightning at:

II-VI Incorporated
375 Saxonburg Boulevard
Saxonburg, Pennsylvania 16056

Attention: Francis J. Kramer, President

With a copy to:

Robert D. German, Esquire
Sherrard, German and Kelly, P.C.
One Oliver Plaza, 35th Floor
Pittsburgh, Pennsylvania 15222

(b) If to Lightning Optical:

Lightning Optical Corporation
431 E. Spruce Street
Tarpon Springs, Florida 34689

Attention: President

With a copy to:

Michael T. Cronin, Esquire
Johnson, Blakely, Pope,
Bokor, Ruppel & Burns, P.A.
911 Chestnut Street
P. O. Box 1368
Clearwater, Florida 34617-1368

4.5 Headings. The headings in this Plan of Merger are intended solely for the convenience of reference and shall be given no effect in the construction or interpretation of this Plan of Merger.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement as of the date first above written.

ATTEST:

James Martinelli, Secretary

(Corporate Seal)

II-VI LIGHTNING OPTICAL INCORPORATED

By: Francis J. Kramer

Francis J. Kramer, Vice President

ATTEST:

Secretary

(Corporate Seal)

LIGHTNING OPTICAL CORPORATION

By:

Paul J. Johnson, Jr., President

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II-VI SHAREHOLDER CASH/STOCK ELECTIONS

	ESCROW	CASH	STOCK	# OF SHARES	TOTAL
PAUL J. JOHNSON JR.	89,702.52	636,124.98	483,875.00	49,000	1,209,702.50
WAYNE R. IGNATUK	89,702.52	938,546.85	181,453.13	18,375	1,209,702.50
J. CHRISTOPHER OLES	89,702.52	273,208.85	846,791.13	85,751	1,209,702.50
FREDERICK A. BAUNLE	33,642.46	102,470.05	317,580.00	32,150	453,992.50
DR. BRUCE H. T. CHAI		119,872.50			119,872.50
DR. GREGORY J. QUARLES		59,252.50			59,252.50
DR. JEFF DIXON		29,418.00			29,418.00
PATRICK J. GRACYALNY		8,874.62	8,857.88	897	17,732.50
DAVID A. STEFFEY		11,877.50			11,877.50
TAMARA J. SHULTZ		6,858.00			6,858.00
	302,750.00	2,183,892.86	1,838,557.14	186,183	4,325,200.00

Exhibit "A"

H96000002507

F96000000510

SHERRARD, GERMAN & KELLY, P.C.
ATTORNEYS AT LAW
[illegible] FLOOR, ONE OLIVER PLAZA
PITTSBURGH, PENNSYLVANIA [illegible]
[illegible]
FAX: [illegible]

ERIC C. SPRINGER

FILED
96 AUG -5 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 2, 1996

[illegible]
[illegible]
*****87.50 *****87.50

VIA FEDERAL EXPRESS
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Application by II-VI Lightning Optical Incorporated to file Amendment to Application for Authorization to Transact Business in Florida

Dear Sir/Madam:

Enclosed please find an original Application for Amendment to be filed in order to reflect a change in name of II-VI Lightning Optical Incorporated to VLOC Incorporated. In addition, enclosed please find an original certificate from the Commonwealth of Pennsylvania, Department of State evidencing the amendment of the name of the entity involved.

In addition, enclosed please find a check made payable to the Department of State in the amount of $87.50, representing the fee involved to file the Application and to obtain a certified copy thereof. After the enclosed Application has been filed, please return a certified copy to me in the enclosed self-addressed stamped envelope.

In the interim, if you have any questions or comments with regard to this matter, please do not hesitate to give me a call.

Sincerely,

Eric C. Springer

RECEIVED
96 AUG -5 AM 8:50
DIVISION OF CORPORATIONS

ECS/sn

Enclosure

cc: Robert D. German, Esq.

N. HENDRICKS AUG 1 2 1996

Amend

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. II-VI LIGHTNING OPTICAL INCORPORATED
Name of corporation as it appears on the records of the Department of State.

2. Pennsylvania
Incorporated under laws of

3. January 30, 1996
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? July 5, 1996

5. VLOC INCORPORATED
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

Francis J Kramer
Signature

7/25/96
Date

Francis J. Kramer
Typed or printed name

Vice President
Title

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JULY 18, 1996

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

VLOC INCORPORATED

I, Yvette Kane, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

which appear of record in this department.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Yvette Kane

Secretary of the Commonwealth

DPOS

Microfilm Number ______
Entity Number 2673649

Filed with the Department of State on JUL 10 1996

Secretary of the Commonwealth

911

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

In compliance with the requirements of 15 Pa.C.S. §1915 (relating to article of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is:

II-VI LIGHTNING OPTICAL INCORPORATED

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

a. 375 Saxonburg Boulevard, Saxonburg, Pennsylvania 16056

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is:

Business Corporation Law of 1988 (15 Pa. C.S.A. § 1101, et seq.)

4. The date of its incorporation is:

January 11, 1996

5. (Check, and if appropriate complete, one of the following):

X The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

___ The amendment shall be effective on:

6. (Check one of the following):

___ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. §1914(a) and (b).

X The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. §1914(c).

7. (Check, and if appropriate complete, one of the following):

_X_ The amendment adopted by the corporation, set forth in full, is as follows:

RESOLVED, that name of the corporation shall be changed from II-VI Lightning Optical Incorporated to VLOC Incorporated and the officers of this corporation shall cause Articles of Amendment to be filed with the Department of State, Corporation Bureau for the Commonwealth of Pennsylvania and take such other steps as may be necessary or advisable to facilitate and complete the name change of said corporation in the Commonwealth of Pennsylvania, as well as in each and every jurisdiction in which it is qualified to transact business.

___ The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

8. (Check if the amendment restates the Articles):

___ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 5th day of July, 1996.

II-VI LIGHTNING OPTICAL INCORPORATED

By: Francis J. Kramer
Francis J. Kramer
Vice President