

F9600000875

1201 HAYS STREET
FALL HARBOR, FL 33401
904-225-1711
904-225-1393 FAX

800-222-8000



ACCOUNT NO. : 072100000032

REFERENCE : 852101 4612351

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : February 20, 1996

ORDER TIME : 11:39 AM

ORDER NO. : 852101

300001720563

CUSTOMER NO: 4612351

CUSTOMER: Luann Talarion, Legal Asst
Dechert Price & Rhoads
4000 Bell Atlantic Tower
1717 Arch Street
Philadelphia, PA 19103

FOREIGN FILINGS

NAME: SPECTRA-PHYSICS CREDIT CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

RECEIVED
96 FEB 21 PM 12:12
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 21 PM 1:54

mtm

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Spectra-Physics Credit Corp.
(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. Delaware 3. 31-1449944
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/30/95 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/96
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 5475 Kellenburger Road
Dayton, OH 45424-1099
(Current mailing address)

8. Leasing coproration
(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:

Name: Corporation Service Company

Office Address: 1201 Hays Street, (Leon County)

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.

Corporation Service Company

By: Carol K. Dolor
(Registered agent's signature)

CAROL K. DOLOR, AS AGENT

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:

A. DIRECTORS

Director: Steven W. Berglund
Address: 5475 Kellenburger Road
Dayton, OH 45424-1099

Director: John J. Carney
Address: 963 Hawthorn Drive
Itasca, IL 60143

Director: Robert J. Makenas
Address: 5475 Kellenburger Road
Dayton, OH 45424-1099

Director: _____
Address: _____

B. OFFICERS

President: John R. Painter
Address: 5475 Kellenburger Road
Dayton, OH 45424-1099

Vice President: Robert J. Makenas
Address: 5475 Kellenburger Road
Dayton, OH 45424-1099

Secretary: Steven W. Berglund
Address: 5475 Kellenburger Road
Dayton, OH 45424-1099

Treasurer: Steven W. Berglund
Address: 5475 Kellenburger Road
Dayton, OH 45424-1099

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

SPECTRA-PHYSICS CREDIT CORP.

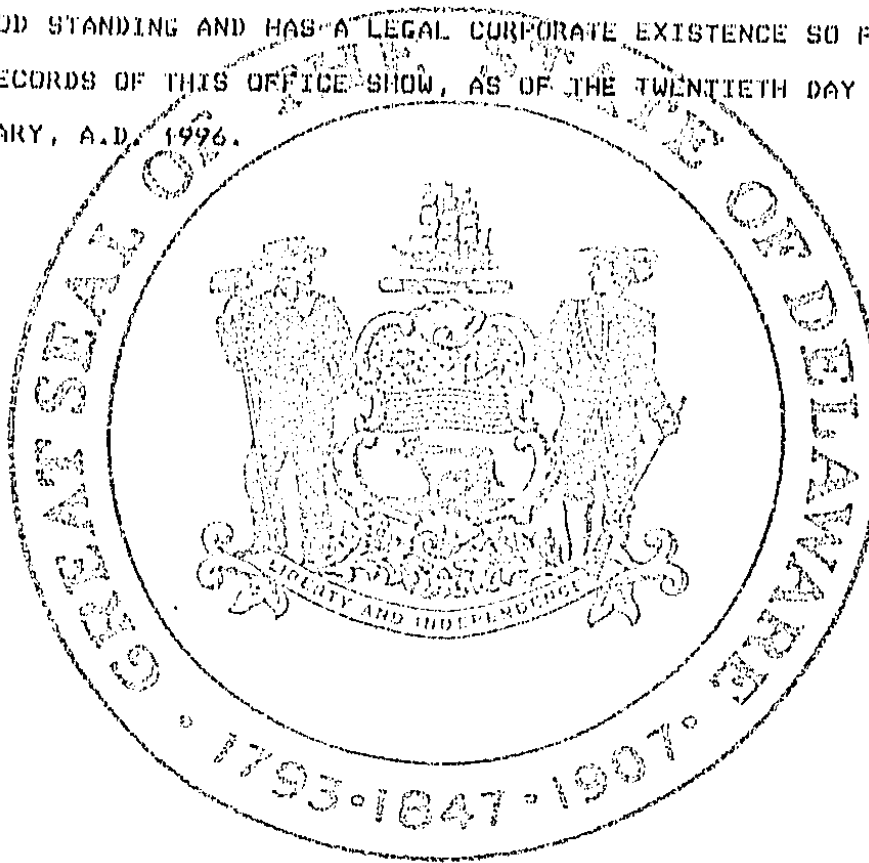
13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. John R. Painter, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPECTRA-PHYSICS CREDIT CORP." 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 TWENTIETH DAY OF FEBRUARY, A.D. 1996.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

2568166 8300

960047263

AUTHENTICATION: 7831977

DATE: 02-20-96