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1201 HAYS STREET
TALLAHASSEE, FL 32301-1607
TAL 922-0390 FAX 922-0391

800-333-8086

CSC networks

PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 142582 4326408

AUTHORIZATION :

Patricia Pzyts

COST LIMIT : \$ 122.50

ORDER DATE : November 4, 1996

ORDER TIME : 11:33 AM

ORDER NO. : 142582-010

CUSTOMER NO: 4326408

400001995274--2

CUSTOMER: Ms. Debbie Ferguson
Coughlin & Gerhart
P.O. Box 2039
One Marine Midland Plaza
Binghamton, NY 139022039

11/4

FOREIGN FILINGS

NAME: VECTRON LABORATORIES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

FILED
96 NOV -4 PM 3:27-4 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA CONFIRMATION

**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. Vectron Laboratories, 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. Delaware 3. 16-1420936
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 6, 1996 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing of this application
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.1503, F.S.))
7. P.O. Box 5160, 166 Glover Avenue
Norwalk, CT 06856-5160
(Current mailing address)
8. manufacturing electronic components
(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 Hayes 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.

By: Karen B. Rozar
(Registered agent's signature) Karen B. Rozar, 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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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: John E. Pomeroy
Address: 416 Murray Hill Road, Vestal, NY 13850

Vice Chairman: _____
Address: _____

Director: Robert A. Livingston
Address: 2613 Pine Bluff Drive, Vestal, NY 13850

Director: Terence W. Ede
Address: 19 Coachman Lane, Bethany, CT 06524

B. OFFICERS- See Attached List

President: _____
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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TALLAHASSEE, FLORIDA

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. Ronald DeBacco, Vice President and Controller
(Typed or printed name and capacity of person signing application)

**VECTRON LABORATORIES, INC.
OFFICERS**

| | |
|-------------------------------------|---|
| President | Terence W. Ede 19 Couchman Lane Bethany, CT 06524-3334 |
| Vice President & General Manager | Ronald D. Stephens 12 Meadowbrook Road Newtown, CT 06470 |
| Vice President & Controller | Ronald DeBacco 228 Overlook Avenue Belleville, NJ 07109 |
| Vice President | Alfred Suesser 140 Meadbrook Road Garden City, NJ 11530 |
| Vice President | Walter Hilinski 108 Old Dyke Road Trumbull, CT 06611 |
| Vice President | Larry Jawitz 20 Southpond Circle Cheshire, CT 06410 |
| Vice President | Stanley Tulgan 48 Douglas Drive Norwalk, CT 06850 |
| Vice President | Michael Dolivo 40 Spoke Drive Shelton, CT 06484 |
| Secretary | Robert A. Livingston 2613 Pine Bluff Drive Vestal, NY 13850 |
| Assistant Secretary | Robert G. Kuhbach 80 East End Avenue, Apt. 19C New York, NY 10028 |
| Controller | Jerry Coords 221 Lakeview Drive Fairfield, CT 06432 |

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TALLAHASSEE, FLORIDA

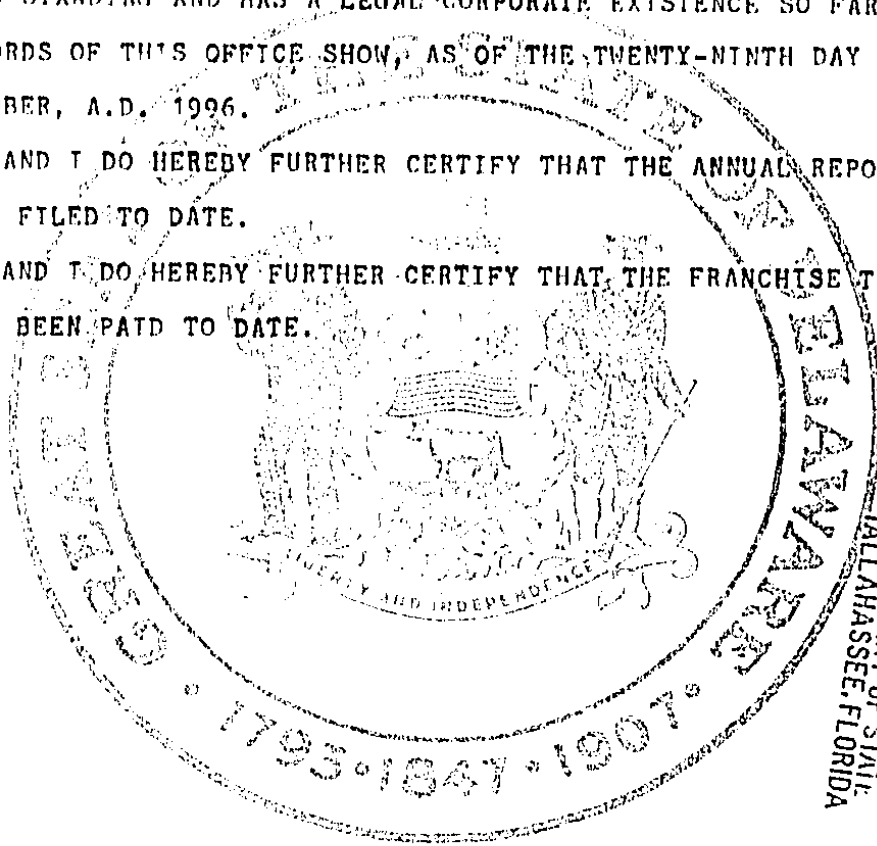
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VECTRON LABORATORIES, INC." 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 TWENTY-NINTH DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2304222 8300

960313482

AUTHENTICATION:

8166890

DATE:

10-29-96