



THE UNITED STATES
CORPORATION
COMPANY

97000006726

ACCOUNT NO. : 072100000032

REFERENCE : 642761 7141760

AUTHORIZATION : *Patricia Page*
COST LIMIT : \$70.00

ORDER DATE : December 19, 1997

ORDER TIME : 10:18 AM

ORDER NO. : 642761-005 100002377491--1

CUSTOMER NO: 7141760

CUSTOMER: Ms. Tamara Cappelson
Cree Research, Inc.
Suite 144
2810 Meridian Parkway
Durham, NC 27713

FOREIGN FILINGS

NAME: CREE RESEARCH, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 PM 12:42

RECEIVED
97 DEC 19 AM 11:55
DIVISION OF CORPORATIONS

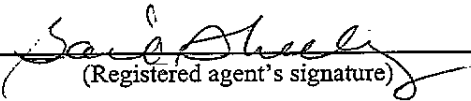
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*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. CREE RESEARCH, 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. NORTH CAROLINA
(State or country under the law of which it is incorporated)
3. 56-1572719
(FEI number, if applicable)
4. JULY 14, 1987
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. ON OR ABOUT DECEMBER 28, 1997
(Date first transacted business in Florida (See Sections 607.1501, 607.1502, and 817.155, F.S.))
7. 2810 MERIDIAN PARKWAY, SUITE 144
DURHAM, NORTH CAROLINA 27713
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized
(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: CORPORATION SERVICE COMPANY
Office Address: 1201 Hays Street
Tallahassee, FL 32301-2607

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.


(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.

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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)

F. Neal Hunter (Chairman)
2810 Meridian Parkway, Suite 144
Durham, NC 27713

Dr. Calvin H. Carter, Jr.
2810 Meridian Parkway, Suite 144
Durham, NC 27713

Dr. John W. Palmour
2810 Meridian Parkway, Suite 144
Durham, NC 27713

James E. Dykes
The Thomas Group
5215 North O'Connor Boulevard
Irving, TX 75039

Dr. Walter L. Robb
Vantage Management, Inc.
3000 Troy Schenectady Road
Schenectady, NY 12309

Dolph W. von Arx
Le Rivage Penthouse 1
4351 Gulf Shore Boulevard, North
Naples, FL 34103

Michael W. Haley
Triton Management
1030 Summit Avenue, Suite 2-W-1
Greensboro, NC 27405

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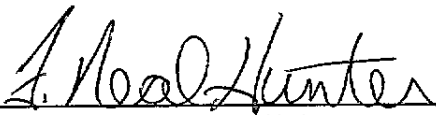
B. OFFICERS (Street Address only - P.O. Box NOT acceptable)

President: F. Neal Hunter
2810 Meridian Parkway, Suite 144
Durham, NC 27713

Vice President: Charles M. Swoboda
2810 Meridian Parkway, Suite 144
Durham, NC 27713

Secretary & Treasurer: Alan J. Robertson
2810 Meridian Parkway, Suite 144
Durham, NC 27713

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

13.  12-18-97
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. F. NEAL HUNTER, PRESIDENT
(Typed or printed name and capacity of person signing application)

STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

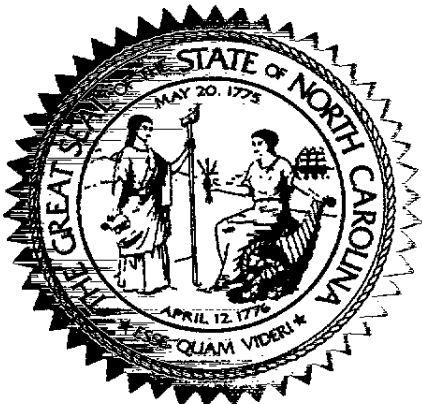
I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

CREE RESEARCH, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 14th day of July, 1987, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 16th day of December, 1997.



Elaine F. Marshall

Secretary of State