

# F980000003875

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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

200002583172--6

-07/08/98--01073--007

\*\*\*\*122.50 \*\*\*\*122.50

Opto - Tech Holdings, Inc

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                 |   |   |
| <input type="checkbox"/> Limited Liability Co.     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign        |   |   |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of R.A.     |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                  |   |   |

Name Availability
Document Examiner
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Acknowledgment
W.P. Verifier

JUL 08 1998

Thanks,  
Jeff

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# 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. OPTO-TECH HOLDINGS, 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  
(State or country under the law of which it is incorporated)

3. 36-4236311  
(FEI number, if applicable)

4. July 2, 1998  
(Date of incorporation)

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

6. July 10, 1998  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 1751 Lake Cook Road, Suite 550, Deerfield, Illinois 60015

(Current mailing address)

8. See attached purpose clause  
(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Conne Bryan  
(Registered agent's signature) (Officer)

**CONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**  
(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: James M. Kingsley

Address: 1751 Lake Cook Road, Suite 550

Deerfield, Illinois 60015

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: See attached list of officers

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

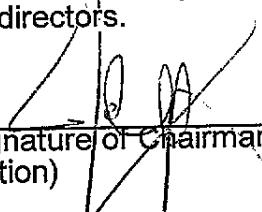
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Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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. Jacob C. Young III, Vice President \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

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Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of  
OPTO-TECH HOLDINGS, INC.**

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The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

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Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of  
OPTO-TECH HOLDINGS, INC.**

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1. Thomas H. Quinn, Chairman of the Board/President  
1751 Lake Cook Road, Suite 550  
Deerfield, Illinois 60015
2. James M. Kingsley, Vice President/Assistant Secretary  
1751 Lake Cook Road, Suite 550  
Deerfield, Illinois 60015
3. G. Robert Fisher, Vice President/Secretary  
1200 Main, Suite 3500  
Kansas City, Missouri 64105
4. Jacob C. Young III, Vice President/Assistant Secretary  
1200 Main, Suite 3500  
Kansas City, Missouri 64105

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*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 "OPTO-TECH HOLDINGS, 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 SEVENTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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A handwritten signature in dark ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9181870

07-07-98