

F990000002470

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CARL ZEISS INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JANICE M. PATTERSON

(Name of Person)

CARL ZEISS INC

(Firm/Company)

ONE ZEISS DRIVE

(Address)

THORNWOOD NY 10594

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

JANICE PATTERSON

(Name of Person)

at (914) 681-7654

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 MAY 13 PM 2:18

FILED

125713

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 MAY 13 PM 2:18

FILED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 22, 1999

JANICE M. PATTERSON
CARL ZEISS, INC.
ONE ZEISS DR
THORNWOOD, NY 10594

SUBJECT: CARL ZEISS, INC.
Ref. Number: W99000006780

We have received your document for CARL ZEISS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 699A00013958



ZEISS

RECEIVED
20 APR 19 PM 3:48
STATE
FLORIDA

April 8, 1999

Mr. Hart Collins
Florida Department of State
Division of Corporations
Tallahassee, FL 32314

Subject: Carl Zeiss, Inc.
Tax Type: Annual Report Fees
Ref. #: W99000006780
Letter #: 699A00013958

RECEIVED

APR 19 1999
Office of General Counsel
Department of State

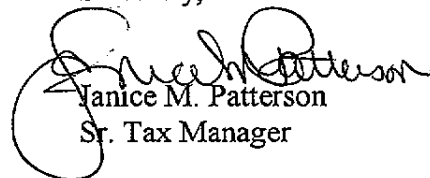
Dear Mr. Collins:

I am in receipt of your Notice dated March 22, 1999. Enclosed, please find annual report fees totaling \$150.00. I respectfully request a waiver of penalty in the amount of \$1,000. In restructuring our business into three separate legal entities, each of the new entities attempted to register with the appropriate taxing jurisdictions. In doing so, it appears that the Florida Secretary of State was inadvertently omitted. I apologize for the oversight, but assure you that it was just that, and not an intentional disregard of Florida Statutes.

Please note that we place a high priority on tax compliance and try to do everything that we can to ensure that taxes and fees are correctly reported and timely paid. I appreciate your taking the time to review my request, and appreciate any assistance you can provide me in resolving this issue.

If you need additional information, please contact me by phone at 914-681-7654 or by fax at 914-681-7488. Thank you for your assistance in this matter.

Sincerely,



Janice M. Patterson
Sr. Tax Manager

Carl Zeiss, Inc.
One Zeiss Drive
Thornwood, NY 10594

(914) 747-1800
Fax (914) 682-8296
www.zeiss.com

ZEISS

May 7, 1999

RECEIVED
MAY 10 1999

Mr. Gerard T. York, Esq.,
Assistant General Counsel
Department of State
Division of Corporations
Office of General Counsel
LL-10, The Capitol
Tallahassee, FL 32399-0250

Office of General Counsel
Department of State

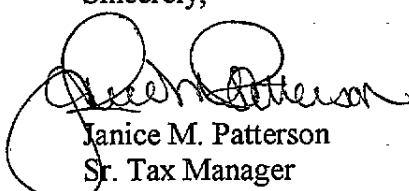
Subject: Carl Zeiss, Inc.

Dear Mr. York:

I am in receipt of your facsimile dated April 21, 1999. To avoid litigation, I am willing to settle the issue of foreign non-qualified penalties on behalf of Carl Zeiss, Inc. for the sum of \$1,300 (including annual report fees totaling \$300 for two years). Enclosed, please find a check in the amount of \$1,150.00. This represents \$300 in report fees and \$1,000 in penalties less \$150 sent with the original request for waiver of penalties.

If you need additional information, please contact me by phone at 914-681-7654 or by fax at 914-681-7488. Thank you for your assistance in this matter.

Sincerely,


Janice M. Patterson
Sr. Tax Manager

Enclosures

Carl Zeiss, Inc.
One Zeiss Drive
Thornwood, NY 10594

(914) 747-1800
Fax (914) 682-8296
www.zeiss.com



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: May 10, 1999

RE: Carl Zeiss Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1997 of \$ 300.00 and foreign non-qualified penalties for the same period of \$1000.00 assessed at the statutory minimum and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

FILED
99 MAY 13 PM 2:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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. CARL ZEISS, 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. New York
(State or country under the law of which it is incorporated)
3. 13-3917666
(FEI number, if applicable)
4. 9-30-96
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual").
6. 1/1/97
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. C/O TAX DEPARTMENT ONE ZEISS DRIVE
THORNWOOD, NY 10594
(Current mailing address)
8. RETAIL SALE OF MEDICAL EQUIPMENT
(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, FLORIDA, Florida, 32301
(Zip Code)

FILED
09 MAY 13 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Dolores Beatty
(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: DR. PETER GRASSMANN

Address: C/O CARL ZEISS INC

ONE ZEISS DRIVE, THORNWOOD, N.Y. 10594

Vice Chairman: DR. RONALD G. ELIAS

Address: C/O CARL ZEISS INC

ONE ZEISS DRIVE, THORNWOOD, NY 10594

Director: JAMES SHARP

Address: C/O CARL ZEISS INC

ONE ZEISS DRIVE, THORNWOOD, NY 10594

Director: THOMAS J. MILLER

Address: C/O CARL ZEISS INC

ONE ZEISS DRIVE, THORNWOOD, NY 10594

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

President: THOMAS J. MILLER

Address: C/O CARL ZEISS INC

ONE ZEISS DRIVE, THORNWOOD, NY 10594

Vice President: WOLFGANG SONKE

Address: C/O CARL ZEISS INC

ONE ZEISS DRIVE, THORNWOOD, NY 10594

Secretary: JAMES J. KELLY

Address: C/O CARL ZEISS INC

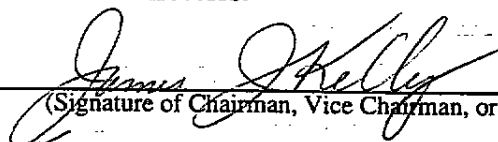
ONE ZEISS DRIVE, THORNWOOD, NY 10594

Treasurer: JOSEPH MULLIGAN

Address: C/O CARL ZEISS INC

ONE ZEISS DRIVE, THORNWOOD, NY 10594

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. JAMES J. KELLY J.P. GENERAL COUNSEL, SECRETARY MARKING
(Typed or printed name and capacity of person signing application)

FILED

99 MAY 13 PM 2:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

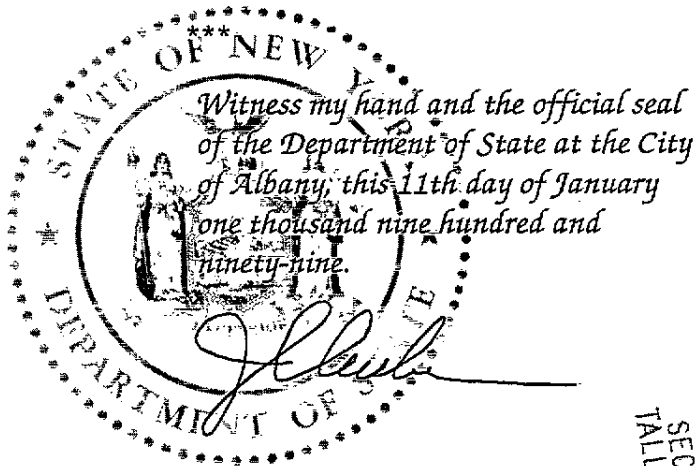
State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of CARL ZEISS, INC. was filed on 09/30/1996, under the name of CARL ZEISS EYE CARE, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment CARL ZEISS EYE CARE, INC., changing name to CARL ZEISS BIO+MED SYSTEMS, INC., was filed 12/18/1996.

A Certificate of Amendment CARL ZEISS BIO+MED SYSTEMS, INC., changing name to ZEISS OPTICAL SYSTEMS, INC., was filed 04/08/1997.

A Certificate of Amendment ZEISS OPTICAL SYSTEMS, INC., changing name to CARL ZEISS, INC., was filed 10/01/1997.



Special Deputy Secretary of State

199901120226 45

FILED
99 MAY 13 PM 2:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA