

F990000002472

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CARL ZEISS OPTICAL INC
(Name of corporation - must include suffix)

800002812658--1
-03/19/99--01116--001
****70.00 ****70.00

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.

800002812658--1
-04/19/99--01029--002
****300.00 ****300.00

Please return all correspondence concerning this matter to the following:

JANICE M. PATTERSON
(Name of Person)

CARL ZEISS OPTICAL INC
(Firm/Company)

ONE ZEISS DRIVE
(Address)

THORNWOOD NY 10594
(City/State/Zip)

W99-6827
p. 692

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

800002812658--1
-05/13/99--01093--001
***1000.00 ***1000.00

JANICE PATTERSON at 914, 681-7654
(Name of Person) (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

FILED
99 MAY 13 PM 2:44
TALLAHASSEE FLORIDA
wls/13



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 23, 1999

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

SUBJECT: CARL ZEISS OPTICAL, INC.
Ref. Number: W99000006827

We have received your document for CARL ZEISS OPTICAL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 \$2,300.00.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 199A00014033



ZEISS

April 8, 1999

Mr. Lee Rivers
Florida Department of State
Division of Corporations
Tallahassee, FL 32314

Subject: Carl Zeiss Optical, Inc.
Tax Type: Annual Report Fees
Ref. #: W99000006827
Letter #: 199A000140333

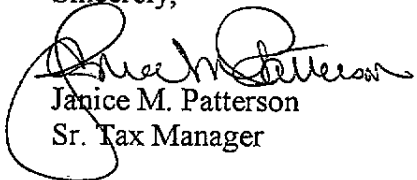
Dear Mr. Rivers:

I am in receipt of your Notice dated March 23, 1999. Enclosed, please find annual report fees totaling \$300.00. I respectfully request a waiver of penalty in the amount of \$2,000. 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

April 19, 1999

Dear Mr York;

Attached is the file for CARL ZEISS OPTICAL, INC., a New York corporation wishing to transact business in Florida. Included is their letter of April 8, 1999, requesting that the penalties be waived. With the letter they submitted a check for \$300, which covers all annual report fees.

Please let me know if I can be of any help.

LEE

Lee Rivers

487-6958

ZEISS

May 7, 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

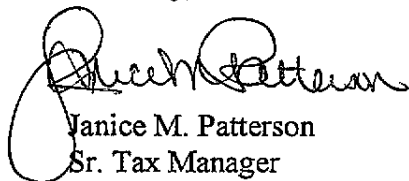
Subject: Carl Zeiss Optical, Inc.

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 Optical, 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 \$1,000.00. This represents \$300 in report fees and \$1,000 in penalties less \$300 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



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: May 10, 1999

RE: Carl Zeiss Optical 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.

/gtv

FILED
99 MAY 13 PM 2:44
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 OPTICAL 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. 13-3917664
(FEI number, if applicable)
4. 9-30-96
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 11/1/97
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 910 TAX DEPARTMENT, ONE ZEISS DRIVE
THORNWOOD, NY 10594
(Current mailing address)
8. WHOLESALE SALE OF OPTICAL PRODUCTS
(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 acceptable)
Name: CORPORATION SERVICE COMPANY
Office Address: 1201 HAYS STREET
TALLAHASSEE, Florida, 32301
(Zip Code)

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99 MAY 13 PM 2:44
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 Burt
(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: K. WEISSENBERGER
Address: C/O CARL ZEISS OPTICAL INC
ONE ZEISS DRIVE THORNWOOD NY 10594
Director: WINFRIED MÜLLER
Vice Chairman: WINFRIED MÜLLER
Address: C/O CARL ZEISS OPTICAL INC
ONE ZEISS DRIVE THORNWOOD NY 10594
Director: EDWARD GREENE
Address: C/O CARL ZEISS OPTICAL INC
ONE ZEISS DRIVE THORNWOOD NY 10594
Director: THOMAS J. MULLER
Address: C/O CARL ZEISS OPTICAL INC
ONE ZEISS DRIVE THORNWOOD NY 10594

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

President: EDWARD GREENE
Address: C/O CARL ZEISS OPTICAL INC
ONE ZEISS DRIVE THORNWOOD NY 10594
Vice President: ^{FINANCE} JAMES WOLFE
Address: C/O CARL ZEISS OPTICAL INC
ONE ZEISS DRIVE THORNWOOD NY 10594
Secretary: JAMES J. KELLY
Address: C/O CARL ZEISS OPTICAL INC
ONE ZEISS DRIVE THORNWOOD NY 10594
^{VP-MARKETING} Treasurer: ANDREAS HUTHOFER
Address: C/O CARL ZEISS OPTICAL 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. James J. Kelly
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. JAMES J. KELLY SECRETARY
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 MAY 13 PM 2:44

FILED

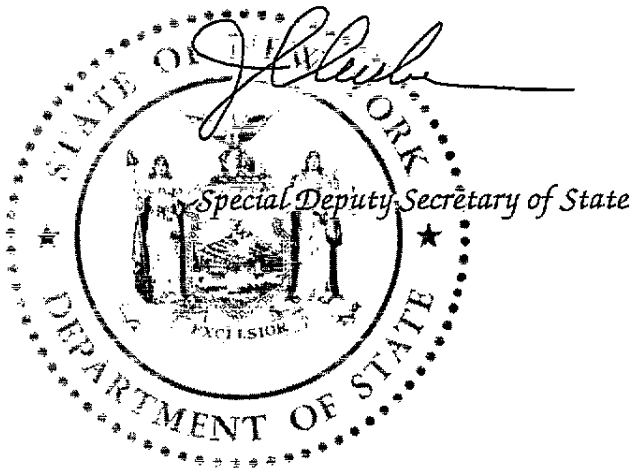
State of New York
Department of State

ss:

I hereby certify, that the certificate of incorporation of CARL ZEISS OPTICAL, INC. was filed on 09/30/1996, 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.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 11th day of January
one thousand nine hundred and
ninety-nine.

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FILED
99 MAY 13 PM 2:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA