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SECRETARY OF STATE
DIVISION OF CORPORATION

99 JAN - 8 AM 10:15

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Rohm Electronics USA LLC

- ☐ Walk In
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☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

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NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A. Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/QUALIFICATION	
☒	Foreign LLC
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

RECEIVED
99 JAN - 8 AM 9:48
DIVISION OF CORPORATION

Ordered By: _____

Date: _____

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. ROHM ELECTRONICS U.S.A., LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 77-0471153
(FEI number, if applicable)
4. 10/29/97
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3034 Owen Drive, Antioch, TN 37013
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Rohm Corporation, 149 Kifer Court Sunnyvale, CA 94086	Member and Manager		

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of _____
ROHM ELECTRONICS U.S.A.; LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 26,298,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;
 (A description of the property is attached and made a part hereto.)
 and
- 4) the total amount of cash and property contributed and anticipated to be contributed
 by member(s) is \$ 26,298,000;
 (This total includes amounts from 2 and 3 above.)

ROHM ELECTRONICS U.S.A., LLC
 By: Rohm Corporation, its Manager and Member

By: _____

Keizo Ueda
 Signature of a member or an authorized representative of a member.
 (In accordance with section 608.408(3), Florida Statutes, the execution of this
 affidavit constitutes an affirmation under the penalties of perjury that the facts
 stated herein are true.)

Keizo Ueda

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ROHM ELECTRONICS U.S.A., LLC

2. The name and the Florida street address of the registered agent and office are:

Nationscorp Registered Agents Inc.

(Name)

526 East Park Avenue

Florida street address (P.O. Box NOT ACCEPTABLE)

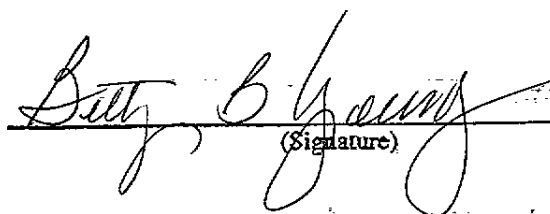
Tallahassee, Florida 32301

City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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 "ROHM ELECTRONICS U.S.A., LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF DECEMBER, A.D. 1998.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2814921 8300

AUTHENTICATION: 9444012

981468861

DATE: 12-07-98