

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF
NORITSU AMERICA CORPORATION**

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is
NORITSU AMERICA CORPORATION

SECOND: The name which it elects to use in Rhode Island is
NORITSU AMERICA CORPORATION

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of California

FOURTH: The date of its incorporation is December 21, 1978 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 6900 Noritsu Avenue, Buena Park, California 90620

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are Sale and service of photographic equipment.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
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Director

Director

Director

See Attached List

President

Vice President

Secretary

Treasurer

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000,000	Common	-	Without Par Value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
138,498	Common	-	Without Par Value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 26,500,000.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 75,000,000.

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 365,000.

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated October 12, 1989

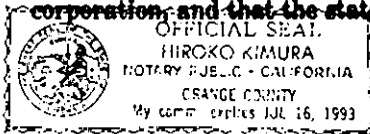
NORITSU AMERICA CORPORATION

[Exact Corporate Name of Corporation Making Application]

By *Dave Allen*
Its Vice President Dave Allen
and *K. Nagacka*
Its Secretary K. Nagacka

STATE OF CALIFORNIA }
COUNTY OF ORANGE } Sc.

At Buena Park, California in said County on the 12th day
of October 1989, before me personally appeared
Dave Allen, who being by me first duly sworn, declared that
he is the Vice President of NORITSU AMERICA CORPORATION,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.



(NOTARIAL SEAL)

Hiroko Kimura
Notary Public

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DIVISION

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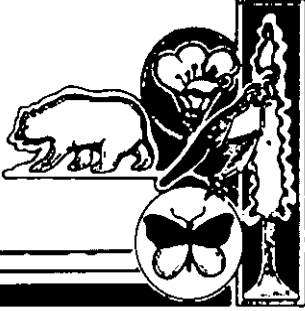
Noritsu America Corporation

OFFICERS

NAME	TITLE	RESIDENCE ADDRESS
Kimimasa Nagaoka	President Secretary	8731 Los Coyotes Dr. Buena Park, CA 90621
Joe Leach	Sr. Vice President	18710 Sunburst Ave. Northridge, CA 91324
Dave Allen	Vice President	#5 Bascom Irvine, CA 92715
James Fujimoto	Treasurer	15932 Bowie St. Westminster, CA 92683

DIRECTORS

NAME	TITLE	RESIDENCE ADDRESS
Kanichi Nishimoto	Chairman of the Board	579-1 Umehara Wakayama-Shi, Japan
Kimimasa Nagaoka	Vice Chairman	8731 Los Coyotes Dr. Buena Park, CA 90621
Osame Miki	Director	579-1 Umehara Wakayama-Shi, Japan
Hiroo Ikeura	Director	579-1 Umehara Wakayama-Shi, Japan



State of California

OFFICE OF THE SECRETARY OF STATE

NORITSU AMERICA CORPORATION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

NOV 29 1989



March Fong Eu

Secretary of State