

State of Idaho

Office of the Secretary of State

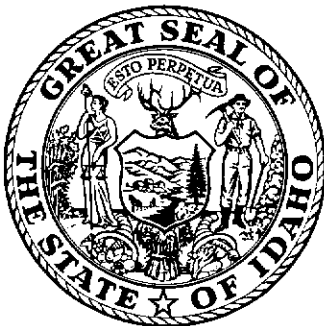
**CERTIFICATE OF AUTHORITY
OF
EXFO AMERICA INC.**

File Number C 187797

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: July 12, 2010



Ben Yursa
SECRETARY OF STATE

By *Linda Corbush*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

10 JUL 12 PM 12:42

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is: EXFO AMERICA, INC.
2. The name which it shall use in Idaho is: _____
3. It is incorporated under the laws of: DELAWARE
4. Its date of incorporation is: 12/15/1992
5. The address of its principal office is: 3701 PLANO PARKWAY SUITE 160, PLANO, TX 75075
6. The address to which correspondence should be addressed, if different from item 5, is: 400, AVENUE GODIN, QUEBEC (QUEBEC) G1M 2K2 CANADA
1111, WEST JEFFERSON, SUITE 330
7. The street address of its registered office in Idaho is: BOISE, IDAHO 83702
and its registered agent in Idaho at that address is: CT CORPORATION SYSTEM
8. The names and respective business addresses of its directors and officers are:

Name	Title	Business Address
<u>GERMAIN LAMONDE</u>	<u>PRESIDENT/DIRECTOR</u>	<u>400 AVENUE GODIN</u> <u>QUEBEC (QUEBEC) G1M 2K2</u> <u>CANADA</u>
<u>PIERRE PLAMONDON</u>	<u>VICE-PRESIDENT</u>	<u>"</u>
<u>BENOIT RINGUETIE</u>	<u>SECRETARY</u>	<u>"</u>
_____	_____	_____
_____	_____	_____

Dated: June 3rd 2010

Signature: P. Plamondon

Typed Name: Pierre Plamondon

Capacity: Director

[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 10/2006

IDAHO SECRETARY OF STATE
07/12/2010 05:00
CK: 8622 CT: 234462 BH: 1230324
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1 @ 20.00 = 20.00 CORP SUR #

C187797

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXFO AMERICA 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 TWENTY-THIRD DAY OF JUNE, A.D. 2010.

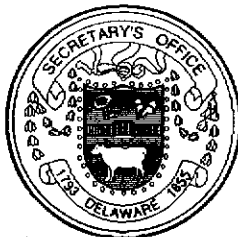
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

2319161 8300

100669140

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8074802

DATE: 06-23-10