Jennifer Shoop
Corporate Paralegal
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Framingham Ma
01701

(508) 271-1032

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. F00000001150
(Corporation Name) (Document #)

2. ______
(Corporation Name) (Document #)

3. ______
(Corporation Name) (Document #)

4. ______
(Corporation Name) (Document #)

FILED
01 MAY 29 PM 12: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- [ ] Walk in
- [ ] Pick up time ______
- [ ] Certified Copy
- [ ] Mail out
- [ ] Will wait
- [ ] Photocopy
- [ ] Certificate of Status

600004325176--2
-05/29/01--01077--003
*****35.00 *****35.00

NEW FILINGS

- [ ] Profit
- [ ] Not for Profit
- [ ] 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

REGISTRATION/QUALIFICATION

- [ ] Foreign
- [ ] Limited Partnership
- [ ] Reinstatement
- [ ] Trademark
- [ ] Other

NC

T. LEWIS JUN 5 2001

Examiner's Initials

CR2E031(7/97)

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

01 MAY 29 PM 12: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

1. Natural MicroSystems Corporation
Name of corporation as it appears on the records of the Department of State.

2. Delaware
Incorporated under laws of

3. 3/2/00
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 4, 2001

5. NMS Communications Corporation
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Dianne Callan
Signature

May 4, 2001
Date

Dianne Callan
Typed or printed name

VP & General Counsel
Title

FL021 - 3/26/2001 C T System Online

State of Delaware

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NATURAL MICROSYSTEMS CORPORATION", CHANGING ITS NAME FROM "NATURAL MICROSYSTEMS CORPORATION" TO "NMS COMMUNICATIONS CORPORATION", FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 2001, AT 2 O'CLOCK P.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2023144 8100

010222517

AUTHENTICATION: 1123634

DATE: 05-09-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 05/04/2001
010216808 - 2023144

NATURAL MICROSYSTEMS CORPORATION

CERTIFICATE OF AMENDMENT

OF

FOURTH RESTATED CERTIFICATE OF INCORPORATION

NATURAL MICROSYSTEMS CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

1. The name of the Corporation (the "Corporation") is Natural MicroSystems Corporation.

2. The Corporation filed its Fourth Restated Certificate of Incorporation with the Secretary of State of Delaware on February 25, 1994 (as amended through the date hereof, the "Certificate of Incorporation").

3. The Board of Directors of the Corporation duly adopted the following:

It is hereby proposed and declared advisable that the Certificate of Incorporation of this Corporation, as heretofore restated and amended, be further amended to change the name of the Corporation so that Article One thereof shall read as follows:

"1. The name of the corporation is:

NMS Communications Corporation."

4. The stockholders of the Corporation have duly approved said amendment at the Annual Meeting of the Stockholders of the Corporation held on May 4, 2001 by vote of a majority of the outstanding shares entitled to vote thereon in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Natural MicroSystems Corporation has caused this certificate to be signed under penalties of perjury by Robert P. Schechter, its President, and attested by Dianne L. Callan, its Secretary, this 4th day of May, 2001.

NATURAL MICROSYSTEMS CORPORATION

By ______________________

Robert P. Schechter
President and Chief Executive Officer

Attest:

____

Dianne L. Callan
Secretary