

F00000005012

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

400003384034--5
-09/06/00--01045--020
*****70.00 *****70.00

400003384034--5
-09/06/00--01045--021
*****8.75 *****8.75

Sphera Optical Networks N.A., Inc

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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LAURA EARNEST

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 SEP -6 PM 4: 13
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 00 SEP -6 AM 10: 59
 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. Sphera Optical Networks N.A., 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. Delaware
(State or country under the law of which it is incorporated)

3. 13-4124982
(FEI number, if applicable)

4. February 18, 2000
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 200 Madison Avenue, Suite 502
New York, NY 10016

8. To engage in any lawful (Current mailing address) act or activity for which corporations may be organized under the General Corporation Law of the State of California.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

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.

C T Corporation System

Hillary A. England
(Registered agent's signature)

Hillary A. England
Assistant Secretary

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)

00 SEP - 8 PM 4: 13
DIVISION OF CORPORATIONS
STATE OF FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Please see Addendum A attached hereto and made a part hereof.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 SEP - 6 PM 4: 13

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

President: _____

Address: _____

Vice President: _____

Address: _____

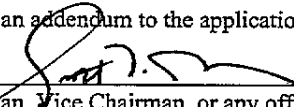
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. VP Strategic Planning / General Counsel
(Typed or printed name and capacity of person signing application)

Sphera Optical Networks N.A., Inc.

Directors and Officers

Harold Grossnickle, Chairman and CEO
2 Sandalwood Drive
Warren, New Jersey 07059

Louise Bell, Director and Chief Financial Officer
c/o Sphera Optical Networks, Inc.
200 Madison Avenue, Suite 502
New York, New York 10016

Scott Ryan, Director, Vice President Strategic Planning, General Counsel and Corporate Secretary
c/o Sphera Optical Networks, Inc.
200 Madison Avenue, Suite 502
New York, New York 10016

Robert Snyder, Director and Vice President of Network Operations
c/o Sphera Optical Networks, Inc.
200 Madison Avenue, Suite 502
New York, New York 10016

Rich Van Leeuwen, Director and Vice President of Network Engineering and Chief Technical Officer
c/o Sphera Optical Networks, Inc.
200 Madison Avenue, Suite 502
New York, New York 10016

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RECORDED & INDEXED
DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPHERA OPTICAL NETWORKS N.A., 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 FIRST DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE...

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 06 PM 4:13



Edward J. Freel
Edward J. Freel, Secretary of State

3179403 8300

AUTHENTICATION: 0653609

001444348

DATE: 09-01-00