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ACCOUNT NO. : 072100000032
REFERENCE : 189852 5024175
AUTHORIZATION : Patricia Pzzit
COST LIMIT : \$ 70.00

ORDER DATE :
ORDER TIME : 2:48 PM
ORDER NO. : 189852-040
CUSTOMER NO: 5024175
CUSTOMER: Ms. Barbara G. Mcquillan
The McNair Firm
1301 Gervais Street
Nationsbank Tower
Columbia, SC 29201

FILED
99 APR -5 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: PIRELLI OPTICAL SYSTEMS
NORTH AMERICA, INC.

000002830040--8

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

4/6/99
RECEIVED
99 APR -5 PM 3:56
DIVISION OF CORPORATION

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. Pirelli Optical Systems North America, 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 3. 58-2447303
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 23, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon or following Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 705 Industrial Drive
Lexington, South Carolina 29072
(Current mailing address)

8. Manufacture and sale of DWDM optical amplifiers and optical amplifying communications equipment
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

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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.

Karen B. Rozar
Karen B. Rozar, Asst. Sec.
Corporation Service Company
(Registered agent's signature)

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)

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

Chairman: Kevin E. Riddett

Address: 705 Industrial Drive
Lexington, South Carolina 29072

Vice Chairman: Alexander Rosenzweig

Address: 705 Industrial Drive
Lexington, South Carolina 29072

Director: Anthony Vitagliano

Address: 705 Industrial Drive
Lexington, South Carolina 29072

Director: James B. Vorrasi

Address: 705 Industrial Drive
Lexington, South Carolina 29072

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

President: Kevin E. Riddett

Address: 705 Industrial Drive
Lexington, South Carolina 29072

Vice President: Alexander Rosenzweig

Address: 705 Industrial Drive
Lexington, South Carolina 29072

Secretary: Anthony Vitagliano

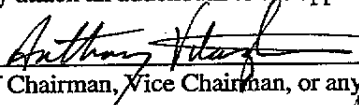
Address: 705 Industrial Drive
Lexington, South Carolina 29072

Treasurer: James B. Vorrasi

Address: 705 Industrial Drive
Lexington, South Carolina 29072

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TALLAHASSEE, FLORIDA

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)

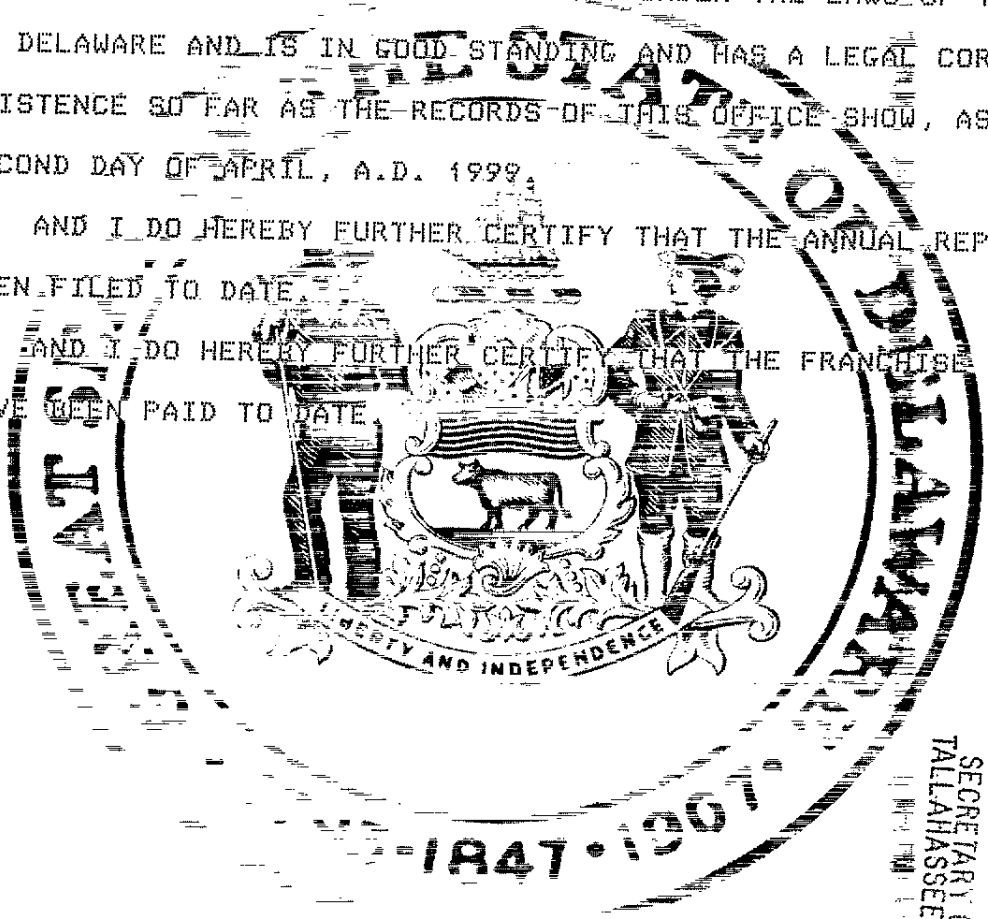
14. Anthony Vitagliano, Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRELLI OPTICAL SYSTEMS NORTH 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 SECOND DAY OF APRIL, A.D. 1999.

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.



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99 APR -5 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel

Edward J. Freel, Secretary of State



AUTHENTICATION:

DATE:

2984063 8300

991129890

9666503

04-02-99