

P03275

**NORTEL  
NETWORKS**

Nortel Networks Inc.  
200 Athens Way  
Nashville TN 37228 USA  
Tel 615.432.5170  
Fax 615.432.4067

relder@nortelnetworks.com

Rhonda B. Elder  
Legal Assistant

February 16, 2001

000003747620--7  
-02/22/01--01080--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Florida Secretary of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Subject: Application by Foreign Corporation for Withdrawal of  
Authority to Transact Business or Conduct Affairs in Florida  
Periphonics Corporation

Dear Sir or Madam:

Attached please find an Application by Foreign Corporation for Withdrawal of  
Authority to Transact Business or Conduct Affairs in Florida on behalf of  
Periphonics Corporation as well as a check in the amount of \$35.00 for the  
filing fee for this Application.

Please send any communications related to this filing to my attention at the  
following address:

Rhonda B. Elder  
Nortel Networks Inc.  
200 Athens Way, Mail Stop A-611  
Nashville, TN 37228-1397

If you should have any questions or need additional information, please  
contact me at (615) 432-5170.

Sincerely,

*Rhonda B. Elder*

Rhonda B. Elder  
Legal Assistant

Attachments

FILED  
01 FEB 22 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*How the world shares ideas.*

T BROWN FEB 26 2001

*withdrawal*

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

FILED  
01 FEB 22 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Periphonics Corporation  
(Name of Corporation)

Delaware  
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.


This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Nortel Networks Inc., Attn: Law Dept., 200 Athens Way  
(Mailing Address)

Nashville, TN 37228-1397  
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

  
Signature

Asst. Secretary, Nortel Networks Inc.

Successor-in-Interest by Merger to  
Periphonics Corporation

Lynn C. Egan

Typed or printed name

2/16/01  
Date