

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

Apr 02 1998 8:00am  
Secretary of State

|                                                       |                                                                                                                                                                                                |
|-------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br><b>1998</b> | <br>FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|-------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

DOCUMENT # **F96000000109 (6)**

1. Corporation Name  
**LUCENT TECHNOLOGIES INC.**



|                                                                                                 |                                                                                     |
|-------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| Principal Place of Business<br><b>412 MT. KEMBLE AVE<br/>ROOM 5-245<br/>MORRISTOWN NJ 07962</b> | Mailing Address<br><b>412 MT. KEMBLE AVE<br/>ROOM 5-245<br/>MORRISTOWN NJ 07962</b> |
|-------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|

DO NOT WRITE IN THIS SPACE

|                                                                                                                                                                       |  |                                                                                                                                                                 |  |                                                        |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------|--|
| 2. Principal Place of Business<br>21 <b>475 South St</b><br>Suite, Apt. #, etc.<br>22<br>City & State<br>23 <b>Morristown NJ</b><br>Zip Country<br>24 <b>07962</b> 25 |  | 2a. Mailing Address<br>26 <b>475 South St</b><br>Suite, Apt. #, etc.<br>27<br>City & State<br>28 <b>Morristown NJ</b><br>Zip Country<br>29 <b>07962</b> 30      |  | 3. Date Incorporated or Qualified<br><b>12/29/1995</b> |  |
|                                                                                                                                                                       |  | 4. FEI Number<br><b>22-3408857</b>                                                                                                                              |  | Applied For<br><input type="checkbox"/> Not Applicable |  |
|                                                                                                                                                                       |  | 5. Certificate of Status Desired <input type="checkbox"/>                                                                                                       |  | <b>\$8.75 Additional Fee Required</b>                  |  |
|                                                                                                                                                                       |  | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/>                                                                              |  | <b>\$5.00 May Be Added to Fees</b>                     |  |
|                                                                                                                                                                       |  | 8. This corporation owes or has paid the current year Intangible<br>Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No |  |                                                        |  |

|                                                                                                                                                                  |  |                                                                                                                                                            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 9. Name and Address of Current Registered Agent<br><b>THE PRENTICE-HALL CORPORATION SYSTEM, INC.<br/>1201 HAYS STREET<br/>SUITE 105<br/>TALLAHASSEE FL 32301</b> |  | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City<br><b>FL</b> 85 Zip Code |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------------|--|

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

|                                                |                                                                                                                              |                                                                |                                                                                                                             |
|------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
| 12. OFFICERS AND DIRECTORS                     |                                                                                                                              | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12          |                                                                                                                             |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <b>P<br/>WASSER, MARILYN J<br/>9 CHARLOTTE HILL DR<br/>BERNARDSVILLE NJ 07924</b> <input checked="" type="checkbox"/> DELETE | 1.1 TITLE<br>1.2 NAME<br>1.3 STREET ADDRESS<br>1.4 CITY-ST-ZIP | <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition<br><b>See Attached</b>              |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <b>VS<br/>CRAVEN, PAMELA F<br/>28 NORMANDY CT<br/>BASKING RIDGE NJ 07920</b> <input type="checkbox"/> DELETE                 | 2.1 TITLE<br>2.2 NAME<br>2.3 STREET ADDRESS<br>2.4 CITY-ST-ZIP | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition<br><b>Assistant Secretary<br/>See Attached</b> |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <b>T<br/>BERG, MICHAEL<br/>5 MURPHY CT<br/>W ORANGE NJ 07052</b> <input checked="" type="checkbox"/> DELETE                  | 3.1 TITLE<br>3.2 NAME<br>3.3 STREET ADDRESS<br>3.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                           |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <b>A/S<br/>IMBROGNO, RAYMOND<br/>412 MT. KEMBLE AVE<br/>MORRISTOWN NJ 07960</b> <input checked="" type="checkbox"/> DELETE   | 4.1 TITLE<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                           |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <input type="checkbox"/> DELETE                                                                                              | 5.1 TITLE<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                           |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <input type="checkbox"/> DELETE                                                                                              | 6.1 TITLE<br>6.2 NAME<br>6.3 STREET ADDRESS<br>6.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                           |

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE *Alice W. K. Nelson* **ALICE W. K. NELSON** 3-26-98 973-606-2717

CR2E034 (10/97)

**LUCENT TECHNOLOGIES, INC.**

Election Date 6/30/87 FEIN 22-3408857

**ELECTED CORPORATION OFFICERS AND DIRECTORS****TITLE / NAME****BUSINESS ADDRESS****OFFICERS****Chief Executive Officer**

131 Richard A.(Rich) McGinn

600 Mountain Avenue  
Room #6A-505  
Murray Hill, NJ 07974**President**

132 Richard A.(Rich) McGinn

600 Mountain Avenue  
Room #6A-505  
Murray Hill, NJ 07974**Exec. Vice President/Chief Operating Officer**

134 Dan C. Stanzione

475 South Street  
Room #2s-04  
Morristown, NJ 07962**Executive Vice-President/CFO**

135A Donald K. Peterson

600 Mountain Ave. Rm.6A-506  
P.O. Box 636  
Murray Hill, NJ 07974**Vice-President & Treasurer**

136A Florence L.(Meg) Walsh

600 Mountain Ave.  
Room #6B534  
Murray Hill, NJ 07974**Senior VP/General Counsel/Secretary**

137 Richard J.(Rich) Rawson

600 Mountain Avenue  
Room #6A-406  
Murray Hill, NJ 07974**Assistant Secretary**

Rhoda Anderson

131 Morristown Road  
Bldg. B  
Basking Ridge, NJ 07920-1650**Assistant Secretary**

Gena L. Ashe

Room 700  
900 19th Street N.W.  
Washington, DC 20006**Assistant Secretary**

Carolyn Bellina

Room 3C-509  
600-700 Mountain Avenue, P.O. Box 636  
Murray Hill, NJ 07974-0636**Assistant Secretary**

Copeland G. Bertsche

475 South Street  
Room 2W12  
Morristown, NJ 07962**Assistant Secretary**

Edward E. Blythe

Room 208  
4343 Commerce Ct  
Lisle, IL 60543-3615

**LUCENT TECHNOLOGIES, INC.**

Election Date 6/30/97 FEIN 22-3408857

**ELECTED CORPORATION OFFICERS AND DIRECTORS**

| <b>TITLE / NAME</b>                           | <b>BUSINESS ADDRESS</b>                                                 |
|-----------------------------------------------|-------------------------------------------------------------------------|
| Assistant Secretary<br>Hal Bretan             | Room 2F-224<br>219 Mount Airy Road<br>Basking Ridge, NJ 07920-2337      |
| Assistant Secretary<br>Paul F. Buckley        | 11900 East Cornell Avenue<br>Aurora, CO 80014                           |
| Assistant Secretary<br>Marilyn G. Burns       | Room 15H-114<br>67 Whippany Rd, P.O. Box 903<br>Whippany, NJ 07981-0903 |
| Assistant Secretary<br>Thomas C. Cartwright   | Room 250<br>22 Technology Parkway<br>Norcross, GA 30092                 |
| Assistant Secretary<br>Alan R. Chesler        | 222 Mt. Airy Road<br>Basking Ridge, NJ 07920                            |
| Assistant Secretary<br>Pamela F. (Pam) Craven | 600 Mountain Avenue<br>Murray Hill, NJ 07974                            |
| Assistant Secretary<br>James W. Crenshaw      | 475 South Street<br>P.O. Box 1976<br>Morristown, NJ 07962-1976          |
| Assistant Secretary<br>Thomas Edridge         | Room 4WA147<br>1 Oak Way<br>Berkeley Heights, NJ 07922-2724             |
| Assistant Secretary<br>Wayne G. Eggert        | 475 South Street<br>P.O. Box 1976<br>Morristown, NJ 07962-1976          |
| Assistant Secretary<br>Margaret G. Gelsi      | 222 Mt. Airy Road<br>Basking Ridge, NJ 07920                            |
| Assistant Secretary<br>Joseph P Gigliotti     | 475 South Street<br>P.O. Box 1976<br>Morristown, NJ 07962-1976          |
| Assistant Secretary<br>Mary E. Gill           | Room GC-C3A2<br>Mt Hope/185 P.O. Box 20046<br>Greensboro, NC 27420-0046 |

**LUCENT TECHNOLOGIES, INC.**

Election Date 6/30/97 FEIN 22-3408867

**ELECTED CORPORATION OFFICERS AND DIRECTORS**

| <b>TITLE / NAME</b>                               | <b>BUSINESS ADDRESS</b>                                                        |
|---------------------------------------------------|--------------------------------------------------------------------------------|
| <b>Assistant Secretary</b><br>W. Preston Granbery | Room A2046<br>131 Morristown Rd Bldg B<br>Basking Ridge, NJ 07920-1650         |
| <b>Assistant Secretary</b><br>Barbara K. Herbert  | 475 South Street<br>P.O. Box 1976<br>Morristown, New Jersey, 07962-1976        |
| <b>Assistant Secretary</b><br>Myriam E. Hernandez | 222 Mount Airy Rd. Rm. 1G1<br>Basking Ridge, NJ 07920-2313                     |
| <b>Assistant Secretary</b><br>Michael J. Holliday | 295 North Maple Avenue<br>Basking Ridge, NJ 07920                              |
| <b>Assistant Secretary</b><br>Joseph V. Ippolito  | 222 Mt. Airy Road<br>Basking Ridge, NJ 07920                                   |
| <b>Assistant Secretary</b><br>John J. Kissane     | Room 3A-539<br>600-700 Mountain Avenue<br>Murray Hill, NJ 07974-0636           |
| <b>Assistant Secretary</b><br>Stephen W. Norman   | Room W1G24<br>Mt Hope/185 P.O. Box 20046<br>Greensboro, NC 27420-0046          |
| <b>Assistant Secretary</b><br>Janet O'Rourke      | 600 Mountain Avenue<br>Murray Hill, NJ 07974                                   |
| <b>Assistant Secretary</b><br>Dennis S. Pines     | Room 4310<br>2600 Warrenville Rd<br>Lisle, IL 60532-3640                       |
| <b>Assistant Secretary</b><br>Arlene Polcari      | Room 4WA141<br>1 Oak Way<br>Berkeley Heights, NJ 07922-2724                    |
| <b>Assistant Secretary</b><br>Anthony J. Pukenas  | 475 South Street<br>P.O. Box 1976<br>Morristown, NJ 07962-1976                 |
| <b>Assistant Secretary</b><br>Donna Reilly        | Room 3L233<br>101 Crawfords Corner Rd, P.O. Box 3030<br>Holmdel, NJ 07733-3030 |
| <b>Assistant Secretary</b><br>Stephen R. Rosen    | 222 Mount Airy Road<br>Basking Ridge, NJ 07920                                 |

**LUCENT TECHNOLOGIES, INC.**

Election Date 6/30/97 FEIN 22-3408867

**ELECTED CORPORATION OFFICERS AND DIRECTORS**

| <b>TITLE / NAME</b>                              | <b>BUSINESS ADDRESS</b>                                                 |
|--------------------------------------------------|-------------------------------------------------------------------------|
| <b>Assistant Secretary</b><br>William B. Rowland | Room1032<br>343 Sansome St.<br>San Fransisco, CA 94104                  |
| <b>Assistant Secretary</b><br>R A Ryan           | Room STE2000<br>150 Allen RD, P.O. Box 1995<br>Liberty Corner, NJ 07938 |
| <b>Assistant Secretary</b><br>Peter M. Suzuki    | 131 Morristown Road<br>Room A2040<br>Basking Ridge, NJ 07920            |
| <b>Assistant Secretary</b><br>Alice Wilkinson    | 475 South Street<br>P.O. Box 1976<br>Morristown, NJ 07962-1976          |
| <b>Assistant Treasurer</b><br>Errol A. Harris    | Rm 3WA130<br>1 Oak Way<br>Berkley Heights, NJ 07922                     |

**DIRECTORS**

|                                             |                                                              |
|---------------------------------------------|--------------------------------------------------------------|
| <b>Director</b><br>Richard A. (Rich) McGinn | 600 Mountain Avenue<br>Room #6A-505<br>Murray Hill, NJ 07974 |
| <b>Director</b><br>Henry B. Schacht         | 600 Mountain Ave<br>Room #6A-509<br>Murray Hill, NJ 07974    |

(Continued)

Paul A. Allaire  
600 Mountain Ave.  
Murray Hill, NJ 07974

Carla A. Hills  
600 Mountain Ave.  
Murray Hill, NJ 07974

Drew Lewis  
600 Mountain Ave.  
Murray Hill, NJ 07974

John A. Young  
600 Mountain Ave.  
Murray Hill, NJ 07974

Paul H. O'Neill  
600 Mountain Ave.  
Murray Hill, NJ 07974

Donald S. Perkins  
600 Mountain Ave.  
Murray Hill, NJ 07974

Franklin A. Thomas  
600 Mountain Ave.  
Murray Hill, NJ 07974