

482098

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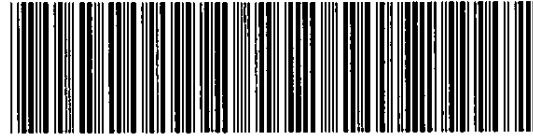
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S. TALLENT

MAY 10 2017

Amended & Resubmitted

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TALLAHASSEE, FLORIDA

17 MAY -9 AM 10:21

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2017 MAY -9 PM 1:43

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 633000 7199649

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : May 9, 2017

ORDER TIME : 11:46 AM

ORDER NO. : 633000-005

CUSTOMER NO: 7199649

DOMESTIC AMENDMENT FILING

NAME: NORTEL NETWORKS (CALA) INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER'S INITIALS: _____

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORTEL NETWORKS (CALA) INC.

Pursuant to Sections 607.1003 and 607.1008 of the Florida Statutes, NORTEL NETWORKS (CALA) INC., a Florida corporation (the "Corporation"), certifies that:

These Amended and Restated Articles of Incorporation amend and restate the Articles of Incorporation in their entirety. These Amended and Restated Articles of Incorporation were duly adopted by the sole shareholder acting by unanimous written consent, dated as of May 8, 2017. Further, in accordance with Section 607.1008 of the Florida Statutes, these Amended and Restated Articles of Incorporation were also approved pursuant to a provision contained in an order by the Hon. Judge Kevin Gross of the United States Bankruptcy Court for the District of Delaware, having jurisdiction pursuant to the United States Bankruptcy Code over a proceeding for the reorganization of the Corporation in the matter of In re Nortel Networks Inc., et al., case number 09-10138 (KG), which order was issued on January 24, 2017.

The text of the Corporation's Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I

NAME

The name of this Corporation shall be:

NORTEL NETWORKS (CALA) INC.

ARTICLE II

NATURE OF BUSINESS

The nature of the business of the Corporation and the objects and purposes proposed to be transacted and carried on by it are the monetization, liquidation and distribution of the Corporation's assets in accordance with that certain First Amended Joint Chapter 11 Plan of Nortel Networks Inc. and Certain of Its Affiliated Debtors, approved by the United States Bankruptcy Court for the District of Delaware and dated as of January 24, 2017, as amended, restated or superseded from time to time, any other lawful act or activity for which a corporation may be organized under the laws of the State of Florida in furtherance thereof and any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

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ARTICLE III

CAPITAL STOCK

The authorized capital stock of the Corporation shall consist solely of 50,000 shares of Common Stock having a par value of \$1.00 per share.

Notwithstanding anything to the contrary herein, the Corporation shall in no event issue any non-voting equity securities in violation of chapter 11 of title 11 of the United States Code; provided, however, that the foregoing prohibition (i) will have no further force and effect beyond that required under Section 1123(a)(6) of the Bankruptcy Code, (ii) will have such force and effect, if any, only for so long as such Section 1123(a)(6) of the Bankruptcy Code is in effect and (iii) may be amended or eliminated in accordance with applicable law. The prohibition on the issuance of non-voting equity securities is included in these Amended and Restated Articles of Incorporation in compliance with Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)).

ARTICLE IV

LIMITATION OF LIABILITY

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

ARTICLE V

SHAREHOLDER AGREEMENT

The governance, management and exercise of corporate powers of the Corporation are subject to an agreement of the sole shareholder of the Corporation pursuant to Section 607.0732 of the Florida Statutes and set forth in the by-laws of the Corporation.

ARTICLE VI

AMENDMENT

The Corporation reserves the right to amend and repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner from time to time prescribed by the laws of the State of Florida. All rights herein conferred are granted subject to this reservation.

ARTICLE VII

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII

ADDRESS OF PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the state of Florida shall be:

300 5th Ave. S, Suite 101
Naples, FL 34102

The director(s) may from time to time move the principal office to any other address within or without the State of Florida.

ARTICLE IX

REGISTERED AGENT

The address of the registered agent of the Corporation is 1200 South Pine Island Rd., Plantation, FL 33324. The name of the registered agent of the Corporation at that address is C T Corporation System.

ARTICLE X

INCORPORATOR - NAME AND STREET ADDRESS

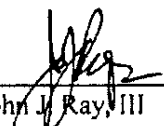
The name and street address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Richard J. Bischoff	1301 Alfred I. duPont Building 169 East Flagler Street Miami, Florida 33131

[Remainder of page intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to Sections 607.1003 and 607.1008 of the Florida Statutes, executed these Amended and Restated Articles of Incorporation on this 8th day of May, 2017.

NORTEL NETWORKS (CALA) INC.



John J. Ray, III
President