

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

FILED
Mar 18 1998 8:00am
Secretary of State

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

DOCUMENT # 821645 (9)
1. Corporation Name
SCIENTIFIC ATLANTA, INC.

Principal Place of Business
ONE TECHNOLOGY PARKWAY, SOUTH
NORCROSS GA 30082-2987
US

Mailing Address
CORPORATE TAX DEPARTMENT
NORCROSS GA 30082-2987
US



DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|---------------------|---------------------|---------------------|--|-----------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 07/12/1968 | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. | 4. FEI Number 58-0612397 | Applied For Not Applicable |
| 22 | City & State | 27 | City & State | 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 23 | Zip | 28 | Zip | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 24 | Country | 29 | Country | 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |

| | | | |
|--|--|---|----------------|
| 9. Name and Address of Current Registered Agent | | 10. Name and Address of New Registered Agent | |
| CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324 | | 81 Name | |
| | | 82 Street Address (P.O. Box Number Is Not Acceptable) | |
| | | 83 | |
| | | 84 City | FL 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 | PCEO <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | MCDONALD, JAMES F | 1.2 NAME | |
| STREET ADDRESS | ONE TECHNOLOGY PKWY S. | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | NORCROSS GA | 1.4 CITY-ST-ZIP | |
| TITLE | SV <input checked="" type="checkbox"/> DELETE | 2.1 TITLE | see attached listing <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | BREYER, JOHN E. | 2.2 NAME | |
| STREET ADDRESS | ONE TECHNOLOGY PARKWAY, SOUTH | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | NORCROSS GA | 2.4 CITY-ST-ZIP | |
| TITLE | SCPC <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | WAGNER, HARVEY A | 3.2 NAME | |
| STREET ADDRESS | 2880 PEACHTREE ROAD | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | ATLANTA GA | 3.4 CITY-ST-ZIP | |
| TITLE | SV <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LUCAS, RAYMOND D. | 4.2 NAME | |
| STREET ADDRESS | ONE TECHNOLOGY PARKWAY, SOUTH | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | NORCROSS GA | 4.4 CITY-ST-ZIP | |
| TITLE | SVPC <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | ECKER, H. ALLEN | 5.2 NAME | |
| STREET ADDRESS | ONE TECHNOLOGY PARKWAY, SOUTH | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | NORCROSS GA | 5.4 CITY-ST-ZIP | |
| TITLE | VC <input type="checkbox"/> DELETE | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | EIDSON, JULIAN W. | 6.2 NAME | |
| STREET ADDRESS | ONE TECHNOLOGY PARKWAY, SOUTH | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | NORCROSS GA | 6.4 CITY-ST-ZIP | |

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:  George A. Steiner 3/15/98 770-903-4645

CP2E034 (10/97)

SCIENTIFIC-ATLANTA, INC.
Schedule of Officers and Directors

• NOTE: The address of all officers and directors is One Technology Parkway, South, Norcross, Georgia 30092-2967. The phone number is (770) 903-5000.

| <u>NAME</u> | <u>TITLE IF OFFICER</u> | <u>IF DIRECTOR</u> | <u>TERM EXPIRES</u> |
|-----------------------|---|--------------------|---------------------|
| James F. McDonald | President Chief Executive Officer | X | November, 1998 |
| Dwight B. Duke | Vice President | | |
| William E. Eason, Jr. | Senior Vice President General Counsel Secretary | | |
| H. Allen Ecker | Senior Vice President | | |
| Julian W. Eidson | Vice President and Controller | | |
| Larry L. Enterline | Senior Vice President | | |
| Wally G. Haislip | Vice President | | |
| Brian C. Koenig | Senior Vice President | | |
| Raymond D. Lucas | Senior Vice President | | |
| Harvey A. Wagner | Senior Vice President Chief Financial Officer Treasurer | | |
| Conrad J. Wredburg | Senior Vice President | | |
| George A. Steiner | Assistant Vice President-Taxes | | |
| Robert R. Hunt | Assistant Treasurer | | |
| Anita S. Gifford | Assistant Secretary | | |
| Kenneth M. Massaroni | Assistant Secretary | | |
| James V. Napier | Chairman of the Board | X | November, 2000 |
| Marion H. Antonini | | X | November, 1999 |
| William E. Kassling | | X | November, 1999 |
| Wilbur Branch King | | X | November, 1998 |
| Mylle Bell Mangum | | X | November, 1999 |
| Alonzo L. McDonald | | X | November, 1998 |
| David J. McLaughlin | | X | November, 2000 |
| Senator Sam Nunn | | X | November, 2000 |