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May 15 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 823638

(2)

1. Corporation Name

PARADYNE CORPORATION

Principal Place of Business

8545-126TH AVE N
PO BOX 2826 C/O TAX DEPT
LARGO FL 34649-2826
US

Mailing Address

8545-126TH AVE N
PO BOX 2826 C/O TAX DEPT
LARGO FL 33779-2826
US

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29

9. Name and Address of Current 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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE P
NAME MITCHAM JOHN J.
STREET ADDRESS 3014 HARGETT LN
CITY-ST-ZIP SAFETY HARBOR FL
XX DELETE

TITLE VS
NAME SLATTERY, JAMES L.
STREET ADDRESS 1931 SADDLE HILL RD NO.
CITY-ST-ZIP DUNEDIN FL
DELETE

TITLE VT
NAME HECTUS, JOHN P.
STREET ADDRESS 2865 CHELSEA PLACE N
CITY-ST-ZIP CLEARWATER FL
XX DELETE

TITLE V
NAME DURITSCH, JOHN C
STREET ADDRESS 2243 CHRISTY LN
CITY-ST-ZIP OLDSMAR FL
XX DELETE

TITLE V
NAME FORTE, ROBERT D
STREET ADDRESS 4874 BRIDLE CT
CITY-ST-ZIP OLDSMAR FL
XX DELETE

TITLE V
NAME COOPER, C. DONALD
STREET ADDRESS 3130 MEADOW VIEW LANE
CITY-ST-ZIP PALM HARBOR FL
XX DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE President, COO & Director
12 NAME May, Andrew S.
13 STREET ADDRESS 8545 - 126th Ave. N.
14 CITY-ST-ZIP Largo, FL 33773
Change Addition

21 TITLE
22 NAME
23 STREET ADDRESS
24 CITY-ST-ZIP
Change Addition

31 TITLE V.P., Treas. & CFO
32 NAME Murphy, Patrick M.
33 STREET ADDRESS 3202 W. Knights Ave.
34 CITY-ST-ZIP Tampa, FL 33611
Change Addition

41 TITLE CEO & Director (Chairman)
42 NAME Epley, Thomas E.
43 STREET ADDRESS 8001 Bardmoor Place
44 CITY-ST-ZIP Largo, FL 33773
Change Addition

51 TITLE V.P.
52 NAME Patchett, William J.
53 STREET ADDRESS 2540 Stewart Road
54 CITY-ST-ZIP Xenia, OH 45385
Change Addition

61 TITLE V. P. & Director
62 NAME Stanton, David M.
63 STREET ADDRESS 1035 Francisco St.
64 CITY-ST-ZIP San Francisco, CA 94109
Change Addition

14. I do 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 Patrick M. Murphy 4/2/97 (813) 530-2977

CR2E034 (9/96)