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**Apr 25 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 # 828088 (5)**

1. Corporation Name  
**NORTHERN TELECOM INC.**



Principal Place of Business  
**NORTHERN TELECOM PLAZA  
200 ATHENS WAY  
NASHVILLE TN 37228-8803**

Mailing Address  
**NORTHERN TELECOM PLAZA  
200 ATHENS WAY  
NASHVILLE TN 37228-1308**

2. Principal Place of Business

2a. Mailing Address

21. Suite, Apt #, etc

26. Suite, Apt. #, etc.

22. City & State

27. City & State

23. Zip

Country

28. Zip

Country

24.

25.

29.

30.

3. Date Incorporated or Qualified

**06/06/1972**

3a. Date of Last Report

**03/06/1996**

4. FEI Number

**04-2486332**

Applied For

Not Applicable

5. Certificate of Status Desired

**\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution

**\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes

Yes  No

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM  
1200 S. PINE ISLAND ROAD  
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

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, type or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SCHUENKE, DONALD J</b>	1.2 NAME	
STREET ADDRESS	<b>2920 MATHESON BLVD EAST</b>	1.3 STREET ADDRESS	<b>8200 Dixie Road, Suite 100</b>
CITY - ST - ZIP	<b>MISSISSAUGA ON</b>	1.4 CITY - ST - ZIP	<b>Brampton, Ont. Canada L6T 5P6</b>
TITLE	<b>PD</b> <input type="checkbox"/> DELETE	2.1 TITLE	<b>President</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>DONAHEE, GARY R</b>	2.2 NAME	<b>Mary M. Cross</b>
STREET ADDRESS	<b>2221 LAKESIDE BLVD</b>	2.3 STREET ADDRESS	<b>200 Athens Way</b>
CITY - ST - ZIP	<b>RICHARDSON TX</b>	2.4 CITY - ST - ZIP	<b>Nashville, TN 37228-1397</b>
TITLE	<b>VP</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>FALETTI, RICHARD P</b>	3.2 NAME	
STREET ADDRESS	<b>2221 LAKESIDE BLVD</b>	3.3 STREET ADDRESS	
CITY - ST - ZIP	<b>RICHARDSON TX</b>	3.4 CITY - ST - ZIP	<b>Richardson, TX 75082-4399</b>
TITLE	<b>AS</b> <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SCHECTER, ROGER A.</b>	4.2 NAME	
STREET ADDRESS	<b>200 ATHENS WAY</b>	4.3 STREET ADDRESS	
CITY - ST - ZIP	<b>NASHVILLE TN</b>	4.4 CITY - ST - ZIP	<b>Nashville, TN 37228-1397</b>
TITLE	<b>T</b> <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ASHBY, ROBERT L</b>	5.2 NAME	
STREET ADDRESS	<b>200 ATHENS WAY</b>	5.3 STREET ADDRESS	
CITY - ST - ZIP	<b>NASHVILLE TN</b>	5.4 CITY - ST - ZIP	<b>Nashville, TN 37228-1397</b>
TITLE	<b>VP</b> <input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>TWYVER, DAVID A</b>	6.2 NAME	<b>Vice-President</b>
STREET ADDRESS	<b>2221 LAKESIDE BLVD</b>	6.3 STREET ADDRESS	<b>Matthew J. Desch</b>
CITY - ST - ZIP	<b>RICHARDSON TX</b>	6.4 CITY - ST - ZIP	<b>2221 Lakeside Blvd. Richardson, TX 75082-4399</b>

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:

*Robert L. Ashby*

**Robert L. Ashby**

**4-7-97**

**(615) 734-4549**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)

**NORTHERN TELECOM INC.**

<b>TITLE</b>	<b>NAME</b>	<b>BUSINESS ADDRESS</b>
<b>OFFICERS</b>		
Vice-Chairman of the Board	JOHN A. ROTH	8200 Dixie Road, Suite 100 Brampton, Ontario Canada L6T 5P6
President, Vice-President Finance	MARY M. CROSS	200 Athens Way Nashville, TN 37228-1397
Vice-President	GEDAS A. SAKUS	8200 Dixie Road, Suite 100 Brampton, Ontario Canada L6T 5P6
Vice-President	MATTHEW J. DESCH	2221 Lakeside Blvd. Richardson TX 75082-4399
Vice-President	RICHARD P. FALETTI	2221 Lakeside Blvd. Richardson TX 75082-4399
Vice-President, General Counsel & Secretary	RICHARD R. STANDEL, JR.	2221 Lakeside Blvd. Richardson TX 75082-4399
Vice-President	CLARENCE J. CHANDRAN	4001 E. Chapel Hill Nelson Highway Research Trinangle Park, NC 27709
Vice-President	JOHN A. CRAIG	2221 Lakeside Blvd. Richardson TX 75082-4399
Treasurer	ROBERT L. ASHBY	200 Athens Way Nashville TN 37228-1397
Asst. Secretary	ROGER A. SCHECTER	200 Athens Way Nashville TN 37228-1397
Asst. Secretary	LYNN C. EGAN	200 Athens Way Nashville TN 37228-1397
Asst. Secretary	J. PAUL DEJONGH	4001 E. Chapel Hill Nelson Highway Research Triangle Park NC 27709
Asst. Secretary	PETER C. FARRANTO	5555 Windward Parkway, Suite B Alpharetta, GA 30201-3895
Asst. Treasurer	DONALD R. GRASSMAN	200 Athens Way Nashville TN 37228-1397

**NORTHERN TELECOM INC. (cont.)**

<b>TITLE</b>	<b>NAME</b>	<b>BUSINESS ADDRESS</b>
<b>DIRECTORS</b>		
	PETER W. CURRIE	8200 Dixie Road, Suite 100 Brampton, Ontario Canada L6T 5P6
	DONALD J. SCHUENKE	8200 Dixie Road, Suite 100 Brampton, Ontario Canada L6T 5P6