

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

FILED
May 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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 37228-8803
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/06/1972	
21. Suite, Apt. #, etc.	22. City & State	26. Suite, Apt. #, etc.	27. City & State	4. FEI Number 04-2486332	Applied For <input type="checkbox"/> Not Applicable
23. Zip	24. Country	28. Zip	29. Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
24. 37228-1397		29. 37228-1397		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
9. Name and Address of Current Registered Agent				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> 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		
			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 _____ DATE _____
(Signature typed or printed name of registered agent and title, if applicable. (NOTE: Registered Agent signature required when reinstating).)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHUENKE, DONALD J	1.2 NAME	
STREET ADDRESS	8200 DIXIE RD., STE. 100	1.3 STREET ADDRESS	777 East Wisconsin Avenue
CITY-ST-ZIP	BRAMPTON ONT CA	1.4 CITY-ST-ZIP	Milwaukee, WI 53202
TITLE	P <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CROSS, MARY M	2.2 NAME	
STREET ADDRESS	200 ATHENS WAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	NASHVILLE TN	2.4 CITY-ST-ZIP	
TITLE	VP <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	FALETTI, RICHARD P	3.2 NAME	VP
STREET ADDRESS	2221 LAKESIDE BLVD	3.3 STREET ADDRESS	Clarence J. Chandran
CITY-ST-ZIP	RICHARDSON TX	3.4 CITY-ST-ZIP	4001 E. Chapel Hill - Nelson Hwy, Research Triangle Park, NC 27709
TITLE	AS <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHECTER, ROGER A.	4.2 NAME	
STREET ADDRESS	200 ATHENS WAY	4.3 STREET ADDRESS	
CITY-ST-ZIP	NASHVILLE TN	4.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ASHBY, ROBERT L	5.2 NAME	
STREET ADDRESS	200 ATHENS WAY	5.3 STREET ADDRESS	
CITY-ST-ZIP	NASHVILLE TN	5.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DESCH, MATTHEW J	6.2 NAME	
STREET ADDRESS	2221 LAKESIDE BLVD.	6.3 STREET ADDRESS	Please see attachment for complete list of officers & directors.
CITY-ST-ZIP	RICHARDSON TX	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: _____ DATE: **4-15-98** (615) 734-5170

CR2E034 (10/97)

NORTHERN TELECOM INC.
List of Officers and Directors

OFFICERS

Mary M. Cross President and Vice-President, Finance	200 Athens Way Nashville, TN 37228-1397
Clarence J. Chandran Vice-President	4001 E. Chapel Hill-Nelson Highway Research Triangle Park, NC 27709
John A. Craig Vice-President	2221 Lakeside Boulevard Richardson, TX 75082-4399
Matthew J. Desch Vice-President	2221 Lakeside Boulevard Richardson, TX 75082-4399
James R. Long Executive Vice-President and President, Enterprise Networks	2221 Lakeside Boulevard Richardson, TX 75082-4399
Gedas A. Sakus Vice-President	8200 Dixie Road, Suite 100 Brampton, Ontario, Canada L6V 2M6
Richard R. Standel, Jr. Vice-President, General Counsel and Secretary	2221 Lakeside Boulevard Richardson, TX 75082-4399
Robert L. Ashby Treasurer	200 Athens Way Nashville, TN 37228-1397
Roger A. Schecter Assistant Secretary	200 Athens Way Nashville, TN 37228-1397
J. Paul DeJongh Assistant Secretary	4001 E. Chapel Hill-Nelson Highway Research Triangle Park, NC 27709
Lynn C. Egan Assistant Secretary	200 Athens Way Nashville, TN 37228-1397
Peter C. Farranto Assistant Secretary	5555 Windward Parkway Alpharetta, GA 30201
Donald R. Grassmann Assistant Treasurer	200 Athens Way Nashville, TN 37228-1397

DIRECTORS

William R. Kerr
8200 Dixie Road, Suite 100
Brampton, Ontario, Canada L6T 5P6

Donald J. Schuenke
777 East Wisconsin Avenue
Milwaukee, WI 53202