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Secretary of State

04-01-1999 90054 044 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 828088
 1. Corporation Name
NORTHERN TELECOM INC.

Principal Place of Business NORTHERN TELECOM PLAZA 200 ATHENS WAY NASHVILLE TN 37228 US	Mailing Address NORTHERN TELECOM PLAZA 200 ATHENS WAY NASHVILLE TN 37228 US
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DO NOT WRITE IN THIS SPACE

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	29
25	30

3. Date Incorporated or Qualified 06/06/1972	Applied For Not Applicable
4. FEI Number 04-2486332	
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" 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	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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	SCHUENKE, DONALD J	
STREET ADDRESS	777 E WISCONSIN AVE	
CITY-ST-ZIP	MILWAUKEE WI 53202	
TITLE	P	<input type="checkbox"/> DELETE
NAME	CROSS, MARY M	
STREET ADDRESS	200 ATHENS WAY	
CITY-ST-ZIP	NASHVILLE TN	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	CHANDRAN, C J	
STREET ADDRESS	4001 E CHAPEL HILL NELSON HWY	
CITY-ST-ZIP	RESEARCH TRIANGLE PK NC 27709	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	SCHECTER, ROGER A.	
STREET ADDRESS	200 ATHENS WAY	
CITY-ST-ZIP	NASHVILLE TN	
TITLE	T	<input type="checkbox"/> DELETE
NAME	ASHBY, ROBERT L	
STREET ADDRESS	200 ATHENS WAY	
CITY-ST-ZIP	NASHVILLE TN	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	DESCH, MATTHEW J	
STREET ADDRESS	2221 LAKESIDE BLVD.	
CITY-ST-ZIP	RICHARDSON TX	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

Please see attachment for complete list of officers and directors.

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, with all other like empowered.

SIGNATURE: SIGNATURE REQUIRED 3-23-99 Date: (615) 734-5170
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E034 (1/198)

NORTHERN TELECOM INC.

List of Officers and Directors

FEIN: 04-2486332

280472-90054-44

828088

OFFICERS

Mary M. Cross
President and Vice-President, Finance

200 Athens Way
Nashville, TN 37228-1397

Clarence J. Chandran
Executive Vice-President and President,
Carrier Packet Networks

4001 E. Chapel Hill-Nelson Highway
Research Triangle Park, NC 27709

John A. Craig
Executive Vice-President and President,
Carrier Networks

2221 Lakeside Boulevard
Richardson, TX 75082-4399

Matthew J. Desch
Executive Vice-President and President,
Wireless Networks

2221 Lakeside Boulevard
Richardson, TX 75082-4399

James R. Long
Executive Vice-President and
President, Enterprise Networks

2221 Lakeside Boulevard
Richardson, TX 75082-4399

Robert L. Robson
Vice-President

200 Athens Way
Nashville, TN 37228-1397

Robert L. Ashby
Treasurer

200 Athens Way
Nashville, TN 37228-1397

Roger A. Schechter
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

Deborah J. Noble
Assistant Secretary

8200 Dixie Road, Suite 100
Brampton, Ontario, Canada L6T 5P6

Monica L. Lester
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