

# F00000003227



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 719041 7135160

AUTHORIZATION : *Patricia Ryzio*

COST LIMIT : \$ 70.00

ORDER DATE : June 2, 2000

ORDER TIME : 10:46 AM

400003278134--2

ORDER NO. : 719041-045

CUSTOMER NO: 7135160

CUSTOMER: Suzanne Franco, Corp Paralegal  
Lucent Technologies Inc.  
600 Mountain Avenue

Murray Hill, NJ 07974

FOREIGN FILINGS

NAME: AVAYA INC.

*B*

00 JUN -6 PM 3:51  
DEPARTMENT OF CORPORATIONS  
DIVISION OF CORPORATIONS

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse

*6/6/00*

RECEIVED  
00 JUN -6 AM 11:35  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN -6 PM 3:51

1. AVAYA INC.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware  
(State or country under the law of which it is incorporated)
3. 22-3713430  
(FEI number, if applicable)
4. May 19, 2000  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Mark Lustbader, Suite 2E-150, 211 Mt. Airy Road  
Basking Ridge, NJ 07920  
(Current mailing address)  
Development, manufacturing, marketing and servicing of advanced voice and data communications products for businesses and other organizations. To
8. engage in any act or activity for which corporations may be organized.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)  
  
Name: Corporation Service Company  
  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company

By: Carol K. Dolor

(Registered agent's signature)

Carol K. Dolor Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Margaret Gelsi  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Margaret Gelsi, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

09 JUN -6 PM 3:51  
STATE OF CALIFORNIA  
DIVISION OF CORPORATIONS

**OFFICER / DIRECTOR RIDER**

**List of Officers**

Name:	Pamela F. Craven	Title: Chairman and President
Bus. Address:	600 Mountain Avenue Murray Hill, NJ 07974	
Name:	Joan Pinaire	Title: Vice President, Secretary and Treasurer
Bus. Address:	600 Mountain Avenue Murray Hill, NJ 07974	
Name:	Margaret G. Gelsi	Title: Assistant Secretary
Bus. Address:	600 Mountain Avenue Murray Hill, NJ 07974	

**List of Directors**

Name:	Pamela F. Craven	Term:
Bus. Address:	600 Mountain Avenue Murray Hill, NJ 07974	
Name:	Joan Pinaire	Term:
Bus. Address:	600 Mountain Avenue Murray Hill, NJ 07974	

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AVAYA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF JUNE, A.D. 2000.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 8 PM 3:51



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A handwritten signature in cursive script, reading "Edward J. Freel".

*Edward J. Freel, Secretary of State*

AUTHENTICATION: 0477060

DATE: 06-05-00