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FILED
01 MAR 19 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 080523 7135160

AUTHORIZATION : *Patricia P.*

COST LIMIT : \$ 35.00

ORDER DATE : March 16, 2001

ORDER TIME : 1:15 PM

ORDER NO. : 080523-010

CUSTOMER NO: 7135160

CUSTOMER: Ms. Joellen M. Schumacher
Lucent Technologies Inc.
600 Mountain Avenue

000003877940--1.

Murray Hill, NJ 07974

FOREIGN FILINGS

NAME: LUCENT TECHNOLOGIES
OPTOELECTRONICS GUARDIAN
CORP.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNER

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2001 MAR 19 PM 2:31

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

N.C.
Q. COULLETTE MAR 19 2001

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Lucent Technologies Optoelectronics Guardian Corporation
Name of corporation as it appears on the records of the Department of State.
2. Delaware Incorporated under laws of
3. July 2, 2000
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 29, 2000
5. Agere Systems Optoelectronics Guardian Corp.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N / A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N / A
New Jurisdiction

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Signature

March 16, 2001
Date

Paul Diczok
Typed or printed name

Vice President
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LUCENT TECHNOLOGIES OPTOELECTRONICS GUARDIAN CORPORATION", CHANGING ITS NAME FROM "LUCENT TECHNOLOGIES OPTOELECTRONICS GUARDIAN CORPORATION" TO "AGERE SYSTEMS OPTOELECTRONICS GUARDIAN CORP.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3258142 8100

010130411

AUTHENTICATION: 1026890

DATE: 03-16-01

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
LUCENT TECHNOLOGIES OPTOELECTRONICS GUARDIAN
CORPORATION**

Lucent Technologies Optoelectronics Guardian Corporation, a Delaware corporation (the "Company"), in order to amend its Certificate of Incorporation, hereby certifies as follows:

FIRST: The name of the Company is Lucent Technologies Optoelectronics Guardian Corporation.

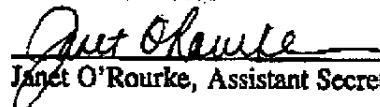
SECOND: The Company hereby amends its Certificate of Incorporation as follows:

Paragraph FIRST of the Certificate of Incorporation, relating to the corporate title of the Company, is hereby amended to read as follows:

"FIRST: The name of the corporation (hereinafter called the "corporation") is Agere Systems Optoelectronics Guardian Corp.

THIRD: The amendment effected herein was authorized by the consent in writing, setting forth the action so taken, signed by the sole shareholder entitled to vote thereon pursuant to Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Board of Directors of Lucent Technologies Optoelectronics Guardian Corporation have caused this certificate to be signed by Janet O'Rourke, its Assistant Secretary on this 29th day of December 2000.


Janet O'Rourke, Assistant Secretary

Sworn to and subscribed
before me this 29th day
of December, 2000


Notary Public

MARGARET GRACE GELSI
A Notary Public of New Jersey
My Commission Expires April 14, 2004

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/29/2000
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