



FOOOOOOOH164

ACCOUNT NO. : 072100000032

REFERENCE : 080523 7135160

AUTHORIZATION : *Patricia*

COST LIMIT : \$ 35.00

FILED
MAR 19 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 16, 2001

ORDER TIME : 1:16 PM

ORDER NO. : 080523-015

CUSTOMER NO: 7135160

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

Murray Hill, NJ 07974

*name change
Amend*

900003877939--4

FOREIGN FILINGS

NAME: LUCENT TECHNOLOGIES
SWITCHING GUARDIAN CORP.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNER

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 19 PM 2:31
NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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: *DR*
3/19/01

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.)

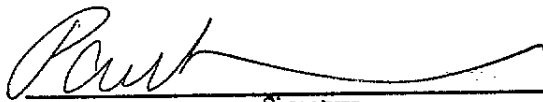
SECTION I
(1-3 MUST BE COMPLETED)

FILED
MAR 19 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Lucent Technologies Switching Guardian Corp.
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? August 28, 2000
5. Lucent Technologies Optoelectronics Guardian Corporation
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


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 SWITCHING GUARDIAN CORP.", CHANGING ITS NAME FROM "LUCENT TECHNOLOGIES SWITCHING GUARDIAN CORP." TO "LUCENT TECHNOLOGIES OPTOELECTRONICS GUARDIAN CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 2000, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3258142 8100

AUTHENTICATION: 1026879

010130395

DATE: 03-16-01

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
LUCENT TECHNOLOGIES SWITCHING GUARDIAN CORP.**

Lucent Technologies Switching Guardian Corp., 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 Switching Guardian Corp.**

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:

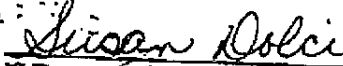
"FIRST: The name of the corporation (hereinafter called the "corporation") is **Lucent Technologies Optoelectronics Guardian Corporation.**

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 Switching Guardian Corp. have caused this certificate to be signed by Janet O'Rourke, its Assistant Secretary on this 28th day of August 2000.


Janet O'Rourke, Assistant Secretary

Sworn to and subscribed
before me this 28th day
of August, 2000


Notary Public

SUSAN DOLCI
NOTARY PUBLIC, State of New Jersey
ID No. 2211773
My Commission Expires 4/3/2003