F000000004164

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Agere Systems Optoelectronics Guardian Corp.
(Name of corporation)

DOCUMENT NUMBER: F000000004164

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this
matter to the following:

Craig Adamik
(Name of Person)

Agere Systems Inc
(Firm/Company)

1110 American Parkway NE, Room 120-325D
(Address)

Allentown, PA. 18109
(City/State and Zip code)

For further information concerning this matter, please call:

Craig Adamik _____ at (610) 712-1803
(Name of Person)   (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

Withdr.

V SHEPARD SEP 1 2 2002

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

Agere Systems OptoElectronics Guardian Corp.
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

1110 American Parkway NE   Room 12D·3250
(Mailing Address)

Allentown, PA. 18109
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Assistant Secretary
Title

Joseph Vitale
Typed or printed name

8/23/02
Date