



THE UNITED STATES
CORPORATION
COMPANY

FO0000006766

ACCOUNT NO. : 072100000032

REFERENCE : 912511 7135160

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pujot

ORDER DATE : November 29, 2000

ORDER TIME : 12:07 PM

ORDER NO. : 912511-045

CUSTOMER NO: 7135160

700003489417--3

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

Murray Hill, NJ 07974

FOREIGN FILINGS

NAME: AGERE SYSTEMS INC.

7
6

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom -- EXT# 1104

EXAMINER: _____

12/6

FILED
00 DEC -6 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 DEC -6 PM 12:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AGERE SYSTEMS INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

CHRISTINE J GATES

(Name of Person)

c/o CSC The United States Corporation Company

(Firm/Company)

Suite 400, 2711 Centerville Road

(Address)

Wilmington, DE, 19808

(City/State and Zip code)

For further information concerning this matter, please call:

CHRISTINE J GATES

(Name of Person)

at (800) 927 9800

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

00 DEC -6 PM 1:29
FILED
SECRETARY OF STATE
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

000 DEC -6 PM 1:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. AGERE SYSTEMS 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. 22-3746606

(FEI number, if applicable)

4. August 01, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")

(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

c/o Paul Bento, Vice President, 555 Union Boulevard

7. Allentown, PA 18109-3286

(Principal office address)

(Current mailing address)

Manufacture, sale and distribution of communications semiconductors. To engage in any act or activity for which corporations may be organized.

8. _____

(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

(City)

, 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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

FILED
DEC - 6 PM 4 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

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. Paul Bento
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul Bento, Vice President
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

AGERE SYSTEMS INC.

List of Officers

Name: Richard J. Rawson **Title:** President
Bus. Addr.: 600 Mountain Avenue, Murray Hill, NJ 07974

Name: Jean F. Rankin **Title:** V.P., Sec., Treas.
Bus. Addr.: 600 Mountain Avenue, Murray Hill, NJ 07974

Name: Paul Diczok **Title:** V.P., Asst. Sec.
Bus. Addr.: 600 Mountain Avenue, Murray Hill, NJ 07974

Name: Paul Bento **Title:** V.P., Asst. Sec.
Bus. Addr.: 600 Mountain Avenue, Murray Hill, NJ 07974

List of Directors

Name: Richard J. Rawson **Term:**
Bus. Addr.: 600 Mountain Avenue, Murray Hill, NJ 07974

Name: Jean F. Rankin **Term:**
Bus. Addr.: 600 Mountain Avenue, Murray Hill, NJ 07974

Name: Paul Diczok **Term:**
Bus. Addr.: 600 Mountain Avenue, Murray Hill, NJ 07974

FILED
DEC - 6 PM 1:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGERE SYSTEMS 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 DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AGERE SYSTEMS INC." WAS INCORPORATED ON THE FIRST DAY OF AUGUST, A.D. 2000.

FILED
00 DEC-6 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

3268412 8300

AUTHENTICATION: 0832756

001606995

DATE: 12-05-00