

F00000007142

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 12 / 26

900003512859--5
-12/26/00--01063--006
*****70.00 *****70.00

Corporation(s) Name

900003512859--5
-12/26/00--01063--007
*****70.00 *****8.75

900003512859--5
-12/26/00--01063--007
*****8.75 *****8.75

Optispace Networks, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC	<input type="checkbox"/> Withdrawal	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> UBR	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Ch. RA
<input type="checkbox"/> UCC <input type="checkbox"/> 1 or <input type="checkbox"/> 3		

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00 DEC 26 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FL 32301

***Special Instructions**

<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> arts/amends/mergers <input type="checkbox"/> Other-See Above		
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

F00-7142
QR

Please Return Filed Stamped
Copies To:

Jeffrey Butterfield
Thank You!

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00 DEC 26 PM 12:37
DIVISION OF CORPORATIONS

**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.*

1. Optisphere Networks, 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. 651009778

(FEI number, if applicable)

4. March 15, 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. 900 Broken Sound Parkway, NW

Boca Raton, FL 33487

(Current mailing address)

To provide telecommunications products and services including systems for optical networks.

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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

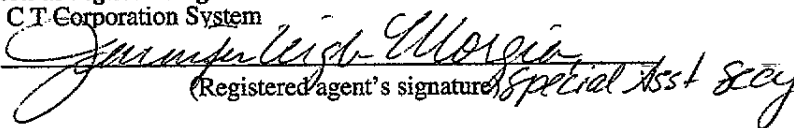
(Zip code)

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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.

C T Corporation System


(Registered agent's signature)

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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

Treasurer: _____

Address: _____

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

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

14. Cory D. Heith, Secretary
(Typed or printed name and capacity of person signing application)

Directors, Officers Report

Optisphere Networks, Inc.

DIRECTORS

Jost Spielvogel **Director, Chairman**
Primary Address: Siemens Information and Communication Networks, Inc.
900 Broken Sound Parkway
Boca Raton, FL 33487 USA

Dietrich-Arndt Diehn **Director**
Primary Address: Siemens Information and Communication Networks, Inc.
900 Broken Sound Parkway
Boca Raton, FL 33487 USA

OFFICERS

Jost Spielvogel **Acting President and CEO**
Primary Address: Siemens Information and Communication Networks, Inc.
900 Broken Sound Parkway
Boca Raton, FL 33487 USA

John A. Davidson **Vice President and CFO**
Primary Address: Siemens Information and Communication Networks, Inc.
900 Broken Sound Parkway
Boca Raton, FL 33487 USA

Cory D. Heith **Secretary**
Primary Address: Siemens Information and Communication Networks, Inc.
900 Broken Sound Parkway
Boca Raton, FL 33487 USA

June M. Adams **Assistant Secretary**
Primary Address: Siemens Information & Communication Networks, Inc.
900 Broken Sound Parkway NW
Boca Raton, FL 33487

George Pompetzki **Assistant Secretary (Tax Purposes)**
Primary Address: Siemens Corporation
186 Wood Avenue South
Iselin, NJ 08830 USA

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TALLAHASSEE, FLORIDA

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 "OPTISPHERE NETWORKS, 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 TWENTY-FIRST DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3191784 8300

AUTHENTICATION: 0869894

001641520

DATE: 12-21-00