



THE UNITED STATES
CORPORATION
COMPANY

F01000000968

ACCOUNT NO. : 072100000032

REFERENCE : 002765 7229686

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia
FILED
FEB 19 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 13, 2001

ORDER TIME : 9:45 AM

ORDER NO. : 002765-035

CUSTOMER NO: 7229686

CUSTOMER: Ms. Lorraine Paulter
Avaya Inc
475 South Street
Room 2n005
Morristown, NJ 07962

800003719106--5

FOREIGN FILINGS

NAME: AVAYA VENTURE PARTNERS INC.

XXXX QUALIFICATION (TYPE: CO)

5

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

FILED
FEB 19 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: _____

WJL 2/19

**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

FILED
01 FEB 19 PM 3:18
TALLAHASSEE, FLORIDA

1. AVAYA VENTURE PARTNERS 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. 52-2269670

(FEI number, if applicable)

4. July 26, 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 Tax Department, 211 Mt. Airy Road

7. Basking Ridge, NJ 07920

(Principal office address)

P.O. Box 616, Basking Ridge, NJ 07920

(Current mailing address)

Equipment leasing 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, Florida 32301

(City)

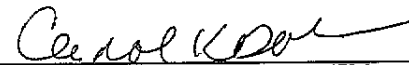
(Zip code)

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: _____



(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

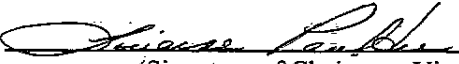
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Lorraine Paulter, Assistant Secretary
(Typed or printed name and capacity of person signing application)

01 FEB 19 PM 3:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

AVAYA VENTURE PARTNERS INC.

List of Officers

Name:	Joseph Gigliotti	Title:	President
Bus. Addr.:	c/o Avaya Inc. 475 South Street, 2N220, Morristown, NJ 07962		
Name:	Anthony Pukenas	Title:	Assistant Secretary
Bus. Addr.:	c/o Avaya Inc. 475 South Street, 2S171, Morristown, NJ 07962		
Name:	Cheri Kalman	Title:	Treasurer
Bus. Addr.:	c/o Avaya Inc. 600 Mountain Ave., 7D508, Murray Hill, NJ 07974		
Name:	Lorraine Paulter	Title:	Assistant Secretary
Bus. Addr.:	c/o Avaya Inc. 475 South Street, 2N014, Morristown, NJ 07962		
Name:	Sandra Epprecht	Title:	Assistant Secretary
Bus. Addr.:	c/o Avaya Inc. 475 South Street, 2N005, Morristown, NJ 07962		
Name:	Wayne Francis	Title:	Assistant Treasurer
Bus. Addr.:	c/o Avaya Inc. 600 Mountain Ave. 7C409A, Murray Hill, NJ 07974		
Name:	Linda DaCruz	Title:	Assistant Treasurer
Bus. Addr.:	c/o Avaya Inc. 600 Mountain Ave., 7C418, Murray Hill, NJ 07974		

List of Directors

Name:	Justin Choi	Term:	
Bus. Addr.:	c/o Avaya Inc. 219 Mt. Airy Road, 2F220, Basking Ridge, NJ 07920		
Name:	Joseph Gigliotti	Term:	
Bus. Addr.:	c/o Avaya Inc. 475 South Street, 2N220, Morristown, NJ 07962		
Name:	Keith Larson	Term:	
Bus. Addr.:	c/o Avaya Inc. 400 Lap Road, Malvern, PA 19355		

FILED
01 FEB 19 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "AVAYA VENTURE PARTNERS 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 SIXTEENTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AVAYA VENTURE PARTNERS INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF JULY, A.D. 2000.

FILED
01 FEB 19 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3265523 8300

AUTHENTICATION: 0976839

010078268

DATE: 02-16-01