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TO:

Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name

: CORPORATION SERVICE COMPANY

Account Number : I2000000195

Phone

: (850)521-1000

Fax Number

: (850)558-1575

COR AMND/RESTATE/CORRECT OR O/D RESIGN

NUERA COMMUNICATIONS CALIFORNIA, INC.

Certificate of Status Certified Copy 0 Page Count 05 Estimated Charge \$35.00

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FILED OT MAY -1 PM 3: 39 SECRETARY OF STATE TALLAHASSEE, FLORIDA

PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO RILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1504, F.S.)

SECTION I (1-3 MIST BECOMPLETED)

F0/00000/1985	
(Dobument number of corporation (if known)	
1. Duero (Burner actions (alfornia)	
2: California 3. April 12. (Onto applicated upder layer of).	Lood estin Florida
Gection II (#-Y complete only the applicable changes)	
4. If the amendment changes the name of the corporation, when was the change offected und fig jurisdiction of incorporation?	ër the laws of
S. Audio Codos Catifornia Tuc. (Name of corporation after the amendment, adding suffix "corporation," "company," or "i appropriate abbreviation, if not contained in new name of the corporation).	ncorporated," or
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purp business in Florida)	ose of transacting.
6. If the amendment changes the period of duration, indicate new period of duration,	
(New duranon)	
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.	
(notobirus, ward).	
Hames Moder	
(Signature of a director, presidence rother officer - if in the hands of a receiver of other court appromised figurally, by that fiduciary)	
	Y SECKETARY
(Typed produced name of person signals) (Title of per	On signitis)

NO. 756 P. 2

State of California Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of _____ page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 1 2 2007

Jeha Bowen

DEBRA BOWEN
Secretary of State

Sec/State Form CE-107 (REV 1/2007)

95% OSP 05 90734

NO. 756 P. 3

A0659408

SECOND CERTIFICATE OF AMENDMENT OF RESTATED ARTICLES OF INCORPORATION ENDORSED - FILED in the office of the Secretary of State of the State of California

APR 1 1 2007

NURRA COMMUNICATIONS CALIFORNIA, INC.

Pursuant to the provisions of the California Corporation Code, the undersigned the President and Secretary, respectively, of Nuera Communications California, Inc., a corporation duly organized and existing under and by virtue of the California Corporation Code (the "Corporation"), DO HEREBY CERTIFY THAT:

FIRST: Article I of the Corporation's Restated Articles of Incorporation is hereby amended by striking out Article I and by substituting in lieu of said Article the following:

"Article I

The name of the corporation is AudioCodes California, Inc. (the "Company")."

SECOND: The foregoing amendment of the Corporation's Restated Articles of Incorporation has been duly approved by the Corporation's Board of Directors; and

THIRD: The foregoing amendment of the Corporation's Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with section 902 of the California Corporation Code.

The Corporation's total number of shares which were outstanding and entitled to vote or to furnish written consent with respect to the amendment herein provided for at the time of approval thereof is 100, all of which are of one class.

The percentage vote of the number of the aforesaid outstanding shares which is required to vote or furnish written consent in favor of the amendments herein provided for is more than 50%.

The number of aforesaid outstanding shares which voted or furnished a written consent in favor of the amendments herein provided for is 100, and said number exceeds the percentage of the vote or written consent required to approve the said amendment.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

SIGNED ON this 25 day of Georgiay 2007.

William Ingram President

Name: Title:

Name: Title:

Secretary

|Signature page to Nuera Communications California, Inc. centificate of Amendment|

