

FD1000001975

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000119538 3)))



H070001195383ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

SECRETARY OF STATE
TALLAHASSEE FLORIDA

07 MAY - 1 PM 3:38

FILED

COR AMND/RESTATE/CORRECT OR O/D RESIGN

NUERA COMMUNICATIONS CALIFORNIA, INC.

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

RECEIVED

07 MAY - 1 AM 8:00

DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

T. Roberts MAY 01 2007

NO. 756

C S C

MAY. 1. 2007 10:04AM

A0659408

State of California
Secretary of State



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

That the attached transcript of 2 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 12 2007

Debra Bowen

DEBRA BOWEN
Secretary of State

A0659408

SECOND CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
NUERA COMMUNICATIONS CALIFORNIA, INC.

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

APR 11 2007

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 28th day of February 2007.


Name: William Ingram
Title: President


Name: Itamar Rosen
Title: Secretary

[Signature page to Nuera Communications California, Inc. certificate of Amendment]

