

F01000002082

CORPORATION(S) NAME

Nortel Networks HPOCS Inc.

FILED
01 APR 18 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

500004015545-4
04/18/01 01051-025
*****78.75 *****78.75

201700022933

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS	
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
01 APR 18 AM 11:36
DIVISION OF CORPORATION

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

4/18/01

Order#: 3965678

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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
APR 18 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Nortel Networks HPOCS 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. 62-1843546

(FEI number, if applicable)

4. 02/05/2001

(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.)

7. Nortel Networks Plaza, 200 Athens Way, Nashville, TN 37228-1397

(Principal office address)

Nortel Networks Plaza, 200 Athens Way, MSA612 Nashville, TN 37228-1397

(Current mailing address)

8. Research, development, manufacture, marketing and sale of optical and microelectronic components for use in telecommunications applications

(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

(City)

, Florida 33324

(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.

C T Corporation System

By: _____

(Registered agent's signature)

**JENNIFER F AULTMAN
ASSISTANT SECRETARY**

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 ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

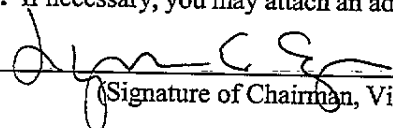
Secretary: _____

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. Lynn C. Egan, Asst. Secretary
(Typed or printed name and capacity of person signing application)

FILED
01 APR 18 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NORTEL NETWORKS HPOCS INC.

DIRECTOR AND OFFICERS

DIRECTOR

NAME: William R. Kerr
BUSINESS ADDRESS: 8200 Dixie Road, Suite 100
CITY: Brampton
STATE: Ontario
ZIP: L6T 5P6

OFFICERS

NAME: Adrian Donoghue
TITLE: Vice President
BUSINEESS ADDRESS: 8200 Dixie Road, Suite 100
CITY: Brampton
STATE: Ontario (Canada)
ZIP: L6T 5P6

NAME: Barbara Callaghan
TITLE: Vice President
BUSINEESS ADDRESS: 2745 Iris Street
CITY: Ottawa
STATE: Ontario (Canada)
ZIP: K2C-3V5

NAME: Robert L. Ashby
TITLE: Vice President/Treasurer
BUSINEESS ADDRESS: 200 Athens Way
CITY: Nashville
STATE: TN
ZIP: 37228

NAME: Richard Brait
TITLE: Secretary
BUSINEESS ADDRESS: 8200 Dixie Road, Suite 100
CITY: Brampton
STATE: Ontario (Canada)
ZIP: L6T 5P6

FILED
01 APR 18 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NORTEL NETWORKS HPOCS INC.

DIRECTOR AND OFFICERS (Cont.)

NAME: Lynn C. Egan

TITLE: Assistant Secretary

BUSINESS ADDRESS: 200 Athens Way

CITY: Nashville

STATE: TN

ZIP: 37228

FILED
01 APR 18 PM 2:18
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 "NORTEL NETWORKS HPOCS 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 THIRTEENTH DAY OF APRIL, A.D. 2001.

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

FILED
APR 18 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3352553 8300

AUTHENTICATION: 1079733

010180504

DATE: 04-13-01