

F 010000005589

August 8, 2001

Florida Division of Corporations
Registration Section
409 E. Gains Street
Tallahassee, FL 32399

500004547805--9
-10/26/01--01004--023
***1950.00 ***1950.00

500004547805--9
-08/21/01--01082--002
*****78.75 *****78.75

To Whom It May Concern:

W01-19976

Enclosed is the Application By Foreign Corporation For Authorization To Transact Business In Florida. It had come to our attention that we were not registered to do business in Florida by the Secretary of State's Office.

Comverse Network Systems, Inc. was formed on January 14, 1998 due to a merger transaction. At that time the Company registered to do business in many states, filed corporate income tax returns and registered for Sale and Use taxes. In the case of Florida the Company has filed Florida Corporate Income/Franchise and Emergency Excise Tax Returns and files Sales and Use Tax Returns since the date of incorporation. Based on our records it appears that the failure to register to do business with the Secretary of State in Florida was an oversight and the Company was in compliance on all tax matters.

Based on the above facts we respectfully request that any penalties that would be assessed on the late filing of the above mentioned application be waived as the Company made every effort to be compliant in Florida.

Truly Yours,

Brenda A. Lessard
Brenda A. Lessard
Tax Manager

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10/26

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Comverse Network Systems, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Margery Phillips

(Name of Person)

Comverse Network Systems, Inc.

(Firm/Company)

100 Quannapowitt Parkway

(Address)

Wakefield, Massachusetts 01880

(City/State and Zip code)

For further information concerning this matter, please call:

Margery Phillips

(Name of Person)

at (781) 224-8072

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 28, 2001

BRENDA A. LESSARD, TAX MANAGER
COMVERSE
100 QUANNAPOWITT PARKWAY
WAKEFIELD, MA 01880

SUBJECT: COMVERSE NETWORK SYSTEMS, INC.
Ref. Number: W01000019976

Your documents and letter of August 8, 2001, have been forwarded to the General Counsel. Either we or the General Counsel will be in touch with you about this matter.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 601A00048915

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DIVISION OF CORPORATIONS



October 10, 2001

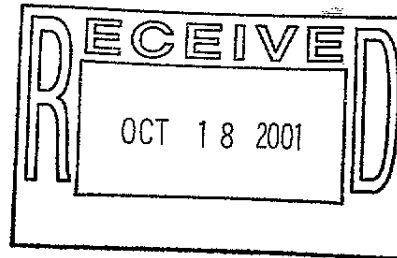
Gerald T. York
Office of General Counsel
LL-10
The Capitol
Tallahassee, Florida 32399-0250

Dear Mr. York,

Enclosed is a check for \$1,950.00 and a copy of your fax and the original Application filed by Comverse Network Systems, Inc. If you have any questions feel free to contact me at (781) 224-8718.

Sincerely,

Brenda A. Lessard
Tax Manager



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TO: Gerry York, General Counsel's Office
FROM: Lee Rivers, Registration Section
DATE: August 28^h, 2001
SUBJECT: COMVERSE NETWORK SYSTEMS, INC.
REFERENCE: W01000019976

Pursuant to Ms. Lessard's letter of August 8th, the attached documents and correspondence are being forwarded to you for appropriate handling.

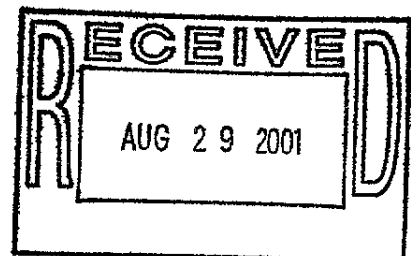
Please note the attached documents appear to meet the filing requirements stipulated in Chapter 607, Florida Statutes, with the exception of any penalty or annual report fees that may be due this office.

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

/lr

LM
Brenda
Lessard

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Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: October 24, 2001

RE: Comverse Network Systems, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1998 of \$450.00 and foreign non-qualified penalties of \$1500.00 assessed at the statutory minimum of \$500.00 per year. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

FACSIMILE TRANSMITTAL

TO FAX NUMBER: 781-224-8143

Please deliver the following pages to:

NAME: Ms. Brenda A. Lessard

COMPANY: Comverse Network Systems, Inc.

CITY/STATE: Wakefield, Massachusetts

SENDER: Gerard T. York, Esq.,
Assistant General Counsel
850-245-6514

gy

DATE/TIME: 08/29/01 11:54 AM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/245-6127

COMMENTS: This communication is in response to your letter dated August 8, 2001 regarding annual report fees and statutory penalties which would be assessed against Comverse Network Systems, Inc., under section 607.1502(4), Florida Statutes.

The application received indicates Comverse Network Systems, Inc. , has transacted business in Florida since 1998. Accordingly, an amount of \$3450.00 is due, reflecting annual report fees of \$450.00 and statutory penalties of \$3000.00. We would, however, offer to settle the issue of annual report fees and foreign non-qualified

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penalties from Comverse Network Systems, Inc., for the sum of \$1950.00, reflecting annual report fees from 1998 of \$450.00 and penalties from 1998 of \$1500.00 assessed at the statutory minimum of \$500.00 per year. This offer remains in effect until October 19, 2001.

Upon completion of the application and receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Comverse Network Systems, Inc., a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me should you have any questions.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250

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**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. Comverse Network Systems, 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 3. 04-3398741
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 19, 1997 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 14, 1998
(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. 100 Quannapowitt Parkway, Wakefield, MA 01880
(Principal office address)

100 Quannapowitt Parkway, Wakefield, MA 01880
(Current mailing address)

8. See Attachment
(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)

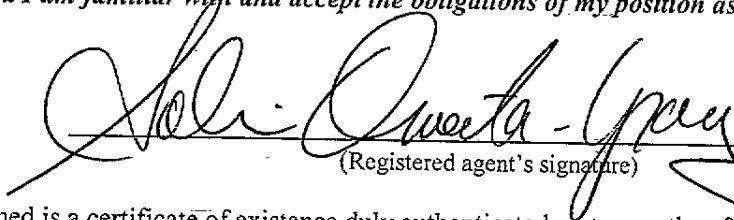
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.


(Registered agent's signature)

**SALINA AMENTA-GRAY
SPECIAL 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.

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General Purpose Clause of
Comverse Network Systems, Inc.

The purpose of the corporation is to engage in any lawful business purpose or purposes for which corporations may be organized to do business under the laws of Florida and the laws of its home jurisdiction, Delaware.

Specific Purpose Clause of
Comverse Network Systems, Inc.

The specific purpose of the corporation is to engage in the manufacturing, marketing and supporting of telecommunications equipment.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Kobi Alexander

Address: 301 West 57th Street

New York, NY 10019

Vice Chairman: Francis E. Girard

Address: 10073 Ginger Point Court

Bonita Springs, FL 34135

Director: Kobi Alexander

Address: 301 West 57th Street

New York, NY 10019

Director: William F. Sorin

Address: 17 East 89th Street

New York, NY 10128

B. OFFICERS

President: Zeev Bregman

Address: 7 Deganya Street

Neve Tzedek, Tel-Aviv, Israel

Vice President: Kevin Wood

Address: 15 Bishops Way

North Reading, MA 01864

Secretary: William F. Sorin

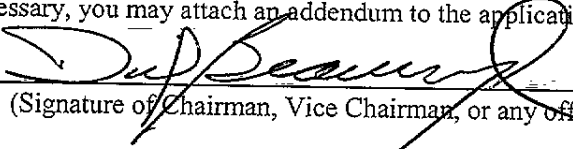
Address: 17 East 89th Street, New York, NY 10128

Treasurer: David Beauregard

Address: 11 Sunset Rock Lane, Reading, MA 01867

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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. David Beauregard, Treasurer
(Typed or printed name and capacity of person signing application)

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 "COMVERSE NETWORK SYSTEMS, 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 THIRTY-FIRST DAY OF JULY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1272652

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DATE: 07-31-01