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COMVERSE
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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November 20, 2001

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*****43.75 *****43.75

Amendment Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Comverse, Inc., fka Comverse Network Systems, Inc.

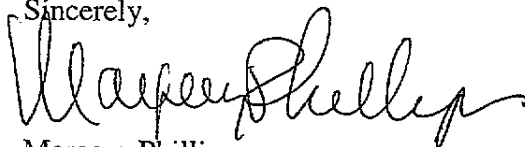
Dear Sir or Madam:

Please find enclosed an executed Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business In Florida, together with the Certificate of Amendment of Comverse Network Systems, Inc. changing its name from Comverse Network Systems, Inc. to Comverse, Inc., certified by the Secretary of State of Delaware.

I am also enclosing a check in the amount of \$43.75 for the filing fee and for a certified copy of the Amendment.

Thank you for your attention.

Sincerely,



Margery Phillips
Senior Paralegal

(781) 224-8072

Enclosures

N/C

V SHEPARD DEC 3 2001

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

FILED STATE
SECRETARY OF CORPORATION
01 NOV 26 AM 8:58

SECTION I
(1-3 MUST BE COMPLETED)

1. Comverse Network Systems, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. October 26, 2001
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 5, 2001

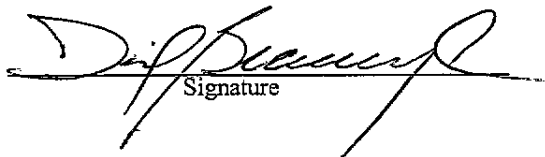
5. Comverse, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
New Jurisdiction


Signature
David Beauregard
Typed or printed name

11/16/01
Date
Treasurer
Title

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "COMVERSE NETWORK SYSTEMS, INC.", CHANGING ITS NAME FROM "COMVERSE NETWORK SYSTEMS, INC." TO "COMVERSE, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF SEPTEMBER, A.D. 2001, AT 12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2823651 8100

010438534

AUTHENTICATION: 1329452

DATE: 09-05-01

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
COMVERSE NETWORK SYSTEMS, INC.

THE UNDERSIGNED, being an authorized officer of Comverse Network Systems, Inc. (the "Corporation"), hereby certifies that:

FIRST: The name of the Corporation is Comverse Network Systems, Inc.

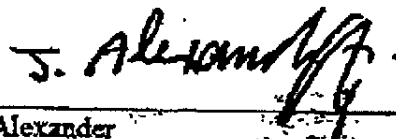
SECOND: The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 19, 1997.

THIRD: The First Article of said Certificate of Incorporation is hereby deleted in its entirety and replaced with the following:

FIRST: The name of the corporation shall be:

COMVERSE, INC.

FOURTH: The foregoing amendment of Article First has been adopted by the Directors of the Corporation, and approved by the sole Stockholder of the Corporation, in accordance with Section 242 of the General Corporation Law of the State of Delaware.



Kobi Alexander
Director and authorized officer