F14000004156

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

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SECRETARY OF STATE
TALLAHASSEE, FL

R. WHITE
SEP 10 2018

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ShoreTel, Inc
Name of Corporation

DOCUMENT NUMBER: F14000004156

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kali Reeves
Name of Contact Person

Lance J.M. Steinhart, P.C.
Firm/Company

1725 Windward Concourse, Suite 150
Address

Alpharetta, GA 30005
City/State and Zip Code

info@telecomcounsel.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kalie Reeves at (770) 232-9200
Name of Contact Person — Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- [x] $35.00 Filing Fee
- [ ] $43.75 Filing Fee & Certificate of Status
- [ ] $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- [ ] $52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Lance J.M. Steinhart, P.C.
Attorneys At Law
1725 Windward Concourse
Suite 150
Alpharetta, Georgia 30005

Also Admitted in New York
Email: info@telecomcounsel.com

Telephone: (770) 232-9200
Facsimile: (770) 232-9208

August 28, 2018

VIA OVERNIGHT DELIVERY

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Amended Certificate of Authority for ShoreTel, Inc.

Dear Sir/Madam:

In connection with the above-referenced company, enclosed please find the following documentation:

1. Original and one copy of ShoreTel, Inc.'s Application by Foreign Corporation for Authorization to Transact Business in Florida;

2. Copy of the Certificate of Merger and Amended Articles issued by the State of Delaware; and

3. Check in the amount of $35.00 payable to the "Florida Department of State" in payment of the Filing Fee.

Please return the approval of the filing in the enclosed overnight delivery package with an affixed prepaid return label If you need any further information, please do not hesitate to contact Kali Reeves at (770) 232-9145 or via e-mail at kreeves@telecomcounsel.com.

Sincerely,

Lance J.M. Steinhart, Esq.
Managing Attorney
Lance J.M. Steinhart, P.C.
Attorneys for Mitel Networks, Inc. f/k/a ShoreTel, Inc.

Enclosures
cc: Gregory Hiscock

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.)

SECTION I
(1-3 MUST BE COMPLETED)

F14000004156
(Document number of corporation (if known))

1. Shoretel, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware
(Incorporated under laws of)

3. 10/02/2014
(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? 12/29/2017

5. Mitel Networks, 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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2018 SEP -4 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FL

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

(New duration)

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

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

X [signature]
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Gregory Hiscock
(Typed or printed name of person signing)

Secretary
(Title of person signing)

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "MITEL NETWORKS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF JANUARY, A.D. 2007, AT 4 O'CLOCK P.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWENTY-SECOND DAY OF JUNE, A.D. 2007, AT 10:49 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-SECOND DAY OF JUNE, A.D. 2007, AT 10:50 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-SECOND DAY OF JUNE, A.D. 2007, AT 5:37 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE NINTH DAY OF JULY, A.D. 2007, AT 11:19 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SECOND DAY OF OCTOBER, A.D. 2014, AT 1:41 O'CLOCK P.M.

Jeffrey W. Bullock, Secretary of State

4251261 8310

SR# 20186048589

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203236709

Date: 08-13-18

Delaware

The First State

CERTIFICATE OF MERGER, FILED THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2017, AT 8:08 O`CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "SHORETEL, INC." TO "MITEL NETWORKS, INC.", FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2017, AT 8:20 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "MITEL NETWORKS, INC.".

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.

Jeffrey W. Bullock, Secretary of State

4251261 8310

SR# 20186048589

Authentication: 203236709

Date: 08-13-18

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MITEL NETWORKS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SHORETEL, INC. " UNDER THE NAME OF "MITEL NETWORKS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2017, AT 8:20 O'CLOCK A.M.

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

Jeffrey W. Bullock, Secretary of State

4251261 8100M
SR# 20177838913

Authentication: 203853806
Date: 12-29-17

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:20 AM 12/29/2017
FILED 08:20 AM 12/29/2017
SR 20177838913 - File Number 4251261

STATE OF DELAWARE
CERTIFICATE OF MERGER

ShoreTel, Inc., a Delaware corporation (the "**Surviving Corporation**"), in order to merge Mitel Networks, Inc., a Delaware corporation (the "**Merged Corporation**" and the Merged Corporation, together with the Surviving Corporation, the "**Constituent Corporations**") with and into the Surviving Corporation, hereby certifies as follows pursuant to Section 251 of the Delaware General Corporation Law (the "**DGCL**"):

FIRST: That the name and state of incorporation of each of the Constituent Corporations of the merger being effected hereby (the "**Merger**") are as follows:

Name	State of Incorporation
ShoreTel, Inc.	Delaware
Mitel Networks, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger, dated as of December 29, 2017, among Mitel (Delaware), Inc., a Delaware corporation, and each of the Constituent Corporations (the "**Merger Agreement**"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the DGCL.

THIRD: That the surviving corporation of the Merger is ShoreTel, Inc., a Delaware corporation.

FOURTH: That upon the effectiveness of the Merger, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety as set forth in Exhibit A attached hereto.

FIFTH: That the Merger shall be effective upon the filing of this Certificate of Merger.

SIXTH: That the Merger Agreement is on file at 960 Stewart Drive, Sunnyvale, CA, 94085, the place of business of the Surviving Corporation.

SEVENTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation on request, without cost, to any stockholder of any of the Constituent Corporations.

[Signature Page Follows]

IN WITNESS WHEREOF, the Surviving Corporation has executed this Certificate of Merger on the 29th day of December, 2017.

SHORETEL, INC.

By: ______________________

Name: Paul Ciaramitaro

Title: Authorized Officer

EXHIBIT A

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SHORETEL, INC.

1. Name. The name of the corporation is Mitel Networks, Inc. (the "**Corporation**").

2. Address; Registered Office and Agent. The address of the Corporation's registered office is 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware 19801; and the name of its registered agent at such address is The Corporation Trust Company.

3. Purpose. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "**DGCL**").

4. Number of Authorized Shares. The total number of shares of stock that the Corporation shall have authority to issue is 5,000, all of which shall be shares of common stock with the par value of $0.001 per share.

5. Election of Directors. Unless and except to the extent that the By-laws of the Corporation (the "**By-laws**") shall so require, the election of directors of the Corporation need not be by written ballot.

6. Limitation of Liability. To the fullest extent permitted by law, no director of the Corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the DGCL is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL.

7. Indemnification.

7.1 Authorization. The Corporation is authorized to provide indemnification to its directors and officers, and other persons, to the fullest extent permitted by applicable law.

7.2 Amendment or Repeal. Neither any amendment nor repeal of this Article 7, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article 7, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

8. Adoption, Amendment or Repeal of By-Laws. The board of directors of the Corporation is authorized to adopt, amend or repeal the By-laws.

9. Certificate Amendments. The Corporation reserves the right at any time, and from time to time, to amend or repeal any provision contained in this Certificate of Incorporation, and add

other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation (as amended) are granted subject to the rights reserved in this Article.