376 TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION DIMSION OF CORPORATIONS

> 200001597562 -07/14/95--01013--001 *****70.00 *****70.00

> > 11226

SUBJECT:

Digital Lightwave, 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:

Beth A. Morris (Name of Person) Digital Lightwave, Inc. (Firm/Company) 601 Cleveland Street (Address) Clearwater, FL 34615 (City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Beth A. Morris (Name of Person) at (813) 442 -

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec. Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec. Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

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:

California	wof which it is incorporated) 3. 95-4	1313013	<u> </u>	
(State or country under the law	worwnich it is incorporatio)	uniogr, il applicable un l	••	
(Date of Incorporation) November 1994	5. N/A - perpet (Duration: Year co	rp. will coase to exi	st or 'perpetyA'?	1.55
(Data first transacted busines	s in Florida. (See sections 607.1501, 607.1502, ar	nd 817.155, F.S.)		
601 Cleveland St	reet		<u> </u>	• • • •
Clearwater, FL	34615		 **	- 1
(Current mailing address)		07	设해
For-profit corpo	ration authorized in home state or country to be	carried out in the s	tate of Florida)	-
). Name and street add	lress of Florida registered agent	:		
Name: _	Al Zwan Digital Lightwave, Inc.			
Office Address: _	601 Cleveland Street			
	Clearwater, FL 34615	, Florida ,	34615	
•			(Zip Code)	

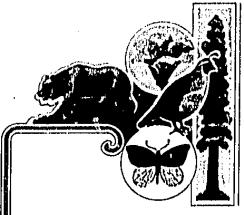
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

(Registered agent's signature)

with and accept the obligations of my position as registered agent.

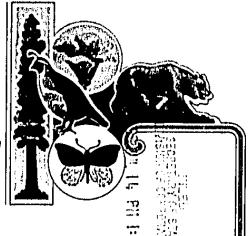
12. Names and addresses of officers and/or directors:

A.	DIRECTORS
	Chairman:
	Address:
	Vice Chairman:
	Address:
	Director:
	Address:
	Director:
	Address: 01 55
В.	OFFICERS
	President: Bryan J. Zwan
	Address: Digital Lightwave, Inc.
	601 Cleveland Street, Clearwater, FL 34615
	Vice-Bresident Chief Financial Officer: Al Zwan
	Address: Digital Lightwave, Inc.
	601 Cleveland Street, Clearwater, FL 34615
	Secretary:
	Address:
	Treasurer:
	Address:
NO and	E: If necessary, you may attach an addendum to the application listing additional officers or directors.
	(DZ. 7
13.	ignaturé of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
	Al Zwan, Chief Financial Officer
14.	(Typed or printed name and capacity of person signing application)



State of California

SECRETARY OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

1, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the	12th	day of	October	, 19 <u>90</u>
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DIGITAL LIGHTWAVE, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 30th day of June, 1995

BILL JONES Secretary of State

SEC/STATE FORM CE-112 (REV. 1-95)

95 2903



5000003376

801 Cloveland Street Fifth Floor Clearwater, Florida 34615

Fefophone: 813 442.6677 Facsimile: 813.442.5660 Internet: Infa Phylityaya.com

February 1, 1996

Amendment Section Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

RE:

Digital Lightwave, Inc.

Document number F95000003376

To Whom It May Concern:

8000017054 -02/02/96--01071--0 *****96.25 *****9b

Enclosed are:

- application to amend state of incorporation from California to Delaware
- 2. original certificate of incorporation from State of Delaware
- 3. check for \$96,25 for filing fee, certified copy, and certificate of status
- 4. prepaid, addressed Federal Express envelope.

Unfortunately, we are under somewhat of a time deadline and need to have this amendment approved and certified as soon as possible. I would sincerely appreciate anything you can do to expedite this.

Enclosed is a prepaid, addressed Federal Express envelope which you can use to send the certification to me.

Please contact me for any questions. Again, I appreciate your attention to our situation.

Yours truly.

Beth A. Morris

Secretary of the Corporation

Enclosures

7 1996

FLAMEND.DOC



601 Cleveland Street Fifth Floor Clentwater, Florida 34018

Telephone: 813.442.6677 Focsimile: 813.442.6669 Internet: Info@lightwave.com

February 6, 1996

Theima Lewis Amendment Section Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

RE: Digital Lightwave, Inc.

Dear Ms. Lewis:

Enclosed is a withdrawal of Digital Lightwave, Inc. as a California corporation doing business in Florida. As we discussed, this will allow you to process the application of Digital Lightwave, Inc. as a Delaware corporation to do business in Florida.

I appreciate your help. As before, please contact me with any questions.

Yours truly,

Beth A. Morris

Secretary and Controller

Beth a morrie

Enclosure

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS

	IN F	LORIDA	9
			95 FEB - 7
Digital Lightwave,		of Corporation)	1
	2		
California			5
	(Incorporate	d Under Laws Of)	AH 10: 58
		ess or conducting affairs within the Sta to transact business or conduct affair	
behalf and appoints the Department of	of State as	registered agent in Florida to accept s its agent for service of process based of d to transact business or conduct affai	on a cause of
The following is a current mailing a any process against this corporation		which the Department of State may mobe served on the Department.	iail a copy of
601 Cleveland Stree		floor ng Address)	
	(tatum	ig Addicas	
Clearwater, Florida	34615		
	(City/	State /Zip)	
The corporation agrees to notify the address.	Departmen	nt of State in the future of any change	in its mailing
Beta O. MAN	D	Secretary	
Signatu	ile	Title	
Beth A. Morris		2/6/96	

Date

Beth A. Morris

Typed or printed name