

F9600000000109

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☐ PICK-UP

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(Business Entity Name)

(Document Number)

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18 FEB 15 AM 10:46
TALLAHASSEE, FLORIDA

FILED
2018 FEB 15 AM 8:21
TALLAHASSEE, FLORIDA

NAME CHG

FEB 16 2018
I ALBRITTON

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 072313 7135160

AUTHORIZATION :

COST LIMIT :

[Handwritten signature]
[Handwritten: \$735,400]

ORDER DATE : February 15, 2018

ORDER TIME : 10:07 AM

ORDER NO. : 072313-005

CUSTOMER NO: 7135160

FOREIGN FILINGS

NAME: ALCATEL-LUCENT USA INC.

XX CORPORATE
 LIMITED PARTNERSHIP
 LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER:

[Handwritten signature: "ia"]

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ALCATEL-LUCENT USA INC.
Name of Corporation

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Margaret Gelsi

Name of Contact Person

Nokia of America Corporation

Firm/Company

600 Mountain Avenue

Address

Murray Hill, New Jersey 07974

City/State and Zip Code

peggy.gelsi@nokia.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Margaret Gelsi

Name of Contact Person

at (908) 334-0147
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$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

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)

(Document number of corporation (if known))

1. Alcatel-Lucent USA Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware
(Incorporated under laws of)

3. 12/29/1995
(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? 01/01/2018

5. Nokia of America Corporation
(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)

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.

Margaret G. Gelsi
(Signature of a director, president or other officer - if in the hands
of a receiver or other court appointed fiduciary, by that fiduciary)

Margaret G. Gelsi

(Typed or printed name of person signing)

Secretary

(Title of person signing)

Delaware

The First State

Page 1

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:

"NOKIA SOLUTIONS AND NETWORKS US LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "ALCATEL-LUCENT USA INC." UNDER THE NAME OF "NOKIA OF AMERICA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2017, AT 11:54 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2018.

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



2565838 8100M
SR# 20177752788

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203825975
Date: 12-26-17

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:53 AM 12/22/2017
FILED 11:54 AM 12/22/2017
SR 20177752783 - File Number 2565838

**CERTIFICATE OF MERGER
MERGING
NOKIA SOLUTIONS AND NETWORKS US LLC, A DELAWARE LIMITED LIABILITY COMPANY
WITH AND INTO
ALCATEL-LUCENT USA INC., A DELAWARE CORPORATION**

*Pursuant to Title 8, Section 264
of the General Corporation Law of the State of Delaware and
Title 6, Section 18-209 of the Delaware Limited Liability Company Act*

Alcatel-Lucent USA Inc., a Delaware corporation ("ALU Inc."),

DOES HEREBY CERTIFY:

FIRST: The name and state of formation or incorporation of each of the constituent entities of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Form of Entity</u>
(a) Alcatel-Lucent USA Inc.	Delaware	Corporation
(b) Nokia Solutions and Networks US LLC (" <u>NSN LLC</u> ")	Delaware	Limited Liability Company

SECOND: An Agreement of Merger with respect to the merger of NSN LLC with and into ALU Inc. (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of ALU Inc. and NSN LLC in accordance with Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: The surviving entity of the Merger shall be ALU Inc. (the "Surviving Entity"), and the name of the Surviving Entity shall be amended in the Merger to be "Nokia of America Corporation."

FOURTH: The Merger shall be effective as of January 1, 2018.

FIFTH: The Restated Certificate of Incorporation of the Surviving Entity, as in effect immediately prior to the Merger, will continue as the Restated Certificate of Incorporation of Alcatel-Lucent USA Inc. and at the effective time of the Merger shall be amended as follows:

- i. Item number 1 shall be deleted in its entirety, and the following new item number 1 shall be substituted in lieu thereof: "1. The name of the Corporation is Nokia of America Corporation."

SIXTH: The executed Agreement of Merger is on file at 600 Mountain Avenue, Murray Hill, NJ 07974, the principal place of business of the Surviving Entity.

SEVENTH: A copy of the Agreement of Merger will be furnished by the Surviving Entity on request, and without cost, to any member of NSN LLC or the stockholder of any constituent companies or entities.

IN WITNESS WHEREOF, the Surviving Entity has caused this Certificate of Merger to be signed as of the date written below by a duly authorized officer, declaring that the facts stated herein are true.

ALCATEL-LUCENT USA INC.

By: Margaret G. Gelsi
Name: Margaret G. Gelsi
Title: Secretary