F96000001311

CSC networks

PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : [illegible]

REFERENCE : [illegible]

AUTHORIZATION :

COST LIMIT : [illegible]

ORDER DATE : March 1, 1996

ORDER TIME : [illegible] AM

ORDER NO. : [illegible]

CUSTOMER NO: [illegible]

CUSTOMER: [illegible]

[illegible]

[illegible]

[illegible]

NAME: [illegible] COMMUNICATIONS, INC.

[illegible]

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

[illegible]

-03/15/96--01032--012
***1200.00 ***1,900.00

700001729537
-03/01/96--01071--006
*****70.00 *****70.00

W96-4695

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -1 AM 9:40

mtn

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ASCEND COMMUNICATIONS, 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:

CHARLES F. MICHNIAK
(Name of Person)

ASCEND COMMUNICATIONS, INC.
(Firm/Company)

1275 HARBOR BAY PARKWAY
(Address)

ALAMEDA, CA 94502
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -1 AM 9:40

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

CHARLES F. MICHNIAK at (510) 769-6001
(Name of Person) (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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

(Pending)

March 1, 1996

Please use original file date.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -1 PM 5:10

CSC NETWORKS

SUBJECT: ASCEND COMMUNICATIONS, INC.
Ref. Number: W96000004695

We have received your document for ASCEND COMMUNICATIONS, INC. and your check(s) totaling $70.00 However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of $1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is $1200.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 596A00009231

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. ASCEND COMMUNICATIONS, 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
(State or country under the law of which it is incorporated)

3. 94-3092033
(FEI number, if applicable)

4. MARCH 8, 1989
(Date of incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. MAY 1, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 1275 HARBOR BAY PARKWAY
ALAMEDA CA 94502
(Current mailing address)

8. SALES OFFICE - DATA COMMUNICATIONS EQUIPMENT
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: THE PRENTICE HALL CORPORATION SYSTEM, INC.

Office Address: 1201 HAYS STREET

TALLAHASSEE, Florida, 32301
(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.

Marie Adams, Assistant Secretary
(Registered agent's signature)
2-1-96

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.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: OFFICE VACANT AT THIS DATE

Address:

Vice Chairman: NONE

Address:

Director: ROBERT K. DAHL

Address: 1275 HARBOR BAY PARKWAY ALAMEDA, CA 94502

Director: MARY CABRAT

Address: 1275 HARBOR BAY PARKWAY ALAMEDA, CA 94502

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 95 MAR -1 AM 9:40

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: MARY CABRAT

Address: 1275 HARBOR BAY PARKWAY ALAMEDA, CA 94502

Vice President: ROBERT K. DAHL

Address: 1275 HARBOR BAY PARKWAY ALAMEDA, CA 94502

Secretary: ROBERT K. DAHL

Address: 1275 HARBOR BAY PARKWAY ALAMEDA, CA 94502

CHIEF ACCOUNTING OFFICER ~~Treasurer~~: MICHAEL JOHNSON

Address: 1275 HARBOR BAY PARKWAY, ALAMEDA, CA 94502

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael Johnson CAO
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASCEND COMMUNICATIONS, 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 TWENTY-SECOND DAY OF FEBRUARY, A.D. 1996.

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -1 AM 9:40

Edward J. Freel

Edward J. Freel, Secretary of State

2383993 8300

960051637

AUTHENTICATION: 7837898

DATE: 02-22-96