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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

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*****70.00 *****70.00

CORPORATION(S) NAME

Bay Networks USA, Inc.

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6-26

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Bay Networks USA, 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. 77-0427791
(FEI number, if applicable)

4. April 18, 1996
(Date of incorporation)

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

6. July 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 8 Federal Street, Billerica, Massachusetts 01821

(Current mailing address)

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8. Sales and Service of Networking 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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Charles W. Meyer

(Registered agent's signature) (Officer)
CHARLES W. MEYER

SPECIAL ASST. SECRETARY

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: William J. Ruehle

Address: 4401 Great America Parkway

Santa Clara, California 95052-8185

Director: J. Montgomery Kersten

Address: 4401 Great America Parkway

Santa Clara, California 95052-8185

B. OFFICERS

President: Andrew K. Ludwick

Address: 4401 Great America Parkway

Santa Clara, California 95052-8185

Vice President: William J. Ruehle

Address: 4401 Great America Parkway

Santa Clara, California 95052-8185

Secretary: J. Montgomery Kersten

Address: 4401 Great America Parkway

Santa Clara, California 95052-8185


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Treasurer: Linda Fellows

Address: 4401 Great America Parkway

Santa Clara, California 95052-8185

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

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

14. Charles H. Blackmore, Power of Attorney
(Typed or printed name and capacity of person signing application)

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SPECIAL POWER OF ATTORNEY FOR TAX MATTERS

I, Vito Palermo, Vice President and Controller for the following Delaware corporation:

Bay Networks, Inc.
4401 Great America Parkway
P.O. Box 58185
Santa Clara, CA. 95052-8185
Federal Employer Identification Number 04-2916246

hereinafter referred to as "Bay Networks," hereby appoint Charles H. Blackmore, Tax Manager, as my attorney-in-fact with the following powers to be exercised in my name, for the benefit of Bay Networks and all majority-owned subsidiary corporations:

- To prepare, execute, file and sign (under penalties of perjury) applications for business licenses or qualifications to do business, reports, returns, declarations, forms and statements for any and all tax purposes including income, sales and use, property, intangibles, benefits, or any other kind of tax whatsoever;
- to receive and provide confidential financial information that is relevant for liability determination or required by applicable tax laws;
- to pay tax liabilities and associated interest, penalty or additions to tax;
- to make and file objections, protests, claims for abatement, refund or credit relation to any such tax proposed, levied or paid;
- to represent me and to institute proceedings before any administrative authority to contest any such tax in whole or in part, or for recovery of any amount paid in respect of any such tax; and
- to defend or settle any amount paid in respect of any such tax.

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The powers granted to Charles H. Blackmore do not include the following acts:

- endorsing or cashing refund checks; and
- signing Federal, California or Massachusetts corporate income, franchise or excise tax returns.

All power and authority granted herein shall in any event terminate at the time Charles H. Blackmore ceases to be employed by Bay Networks, or until this power is otherwise terminated by Bay Networks.

I certify that I have the authority to execute this power of attorney on behalf of Bay Networks.



Vito Palermo, Vice President and Controller

6/20/96
Date

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAY NETWORKS USA, 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 TENTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7978544

DATE:

06-10-96