

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Jan 26 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000003243 (0)
 1. Corporation Name
BAY NETWORKS USA, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 8 FEDERAL STREET BILLERICA MA 01821	Mailing Address 8 FEDERAL STREET BILLERICA MA 01821
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3. Date Incorporated or Qualified
06/26/1996

2. Principal Place of Business 21 4401 Great America Parkway	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23 Santa Clara, California	City & State 28
Zip 24 95052	Country 25
	Country 29
	Zip 30

4. FEI Number
77-0427791 Applied For
 Not Applicable

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name
 82 Street Address (P.O. Box Number Is Not Acceptable)
 83
 84 City
FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating.)

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP	P HOUSE, DAVID 4401 GREAT AMERICA PKWY SANTA CLARA CA	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T FELLOWS, LINDA 4401 GREAT AMERICA PKWY SANTA CLARA CA	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN '12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	V.P. & Corp. Treasurer Jane A. Risser Same	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	Executive V.P. & CFO David J. Rynne 4401 Great America Parkway Santa Clara, CA. 95052	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	Secretary John J. Poggi, Jr. 4401 Great America Parkway Santa Clara, CA. 95052	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Jane A. Risser* **Jane A. Risser-VP & Corp. Treasurer 1/15/98**

CR2E034 (10/97)