

F96000003243

NORTEL NETWORKS

Nortel Networks Inc.
200 Athens Way
Nashville TN 37228 USA
Tel 615.432.5170
Fax 615.432.4067

relder@nortelnetworks.com

Rhonda B. Elder
Legal Assistant

June 15, 2000

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-06/19/00--01120--022
*****35.00 *****35.00

Florida Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Application by Foreign Profit Corporation to File Amendment
Application for Authorization to Transact Business in Florida
Bay Networks USA, Inc.

Dear Sir or Madam:

Attached please find the following on behalf of Bay Networks USA, Inc.:

- Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
- Certificate of Fact attesting to the name change from the corporation's home state of Delaware; and
- Check in the amount of \$35.00 as the filing fee for this Application.

Please send any communications related to this filing to my attention at the following address:

Rhonda B. Elder
Nortel Networks Inc.
200 Athens Way, Mail Stop A-611
Nashville, TN 37228-1397

If you should have any questions or need additional information, please contact me at (615) 432-5170.

Sincerely,

Rhonda B. Elder

Rhonda B. Elder
Legal Assistant

Attachments

N/C

How the world shares ideas.

V. SHEPARD JUN 26 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 19 AM 10:27

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.)

FILED STATE SECRETARY OF CORPORATION
00 JUN 19 AM 10:27

SECTION I
(1-3 MUST BE COMPLETED)

1. Bay Networks USA, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware incorporated under laws of
3. June 26, 1996 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? April 30, 1999

5. Nortel Networks USA Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

no change
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

no change
New Jurisdiction

Oladele Kolade
Signature

June 14, 2000
Date

OLADELE KOLADE
Typed or printed name

ASSISTANT SECRETARY
Title

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BAY NETWORKS USA, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "NORTEL NETWORKS USA INC.", THE THIRTIETH DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0490062

DATE: 06-12-00