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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

February 16, 2001

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-02/22/01--01080--009
*****35.00 *****35.00

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

Subject: Application by Foreign Corporation for Withdrawal of
Authority to Transact Business or Conduct Affairs in Florida
Nortel Networks USA Inc.

Dear Sir or Madam:

Attached please find an Application by Foreign Corporation for Withdrawal of
Authority to Transact Business or Conduct Affairs in Florida on behalf of
Nortel Networks USA Inc. as well as a check in the amount of \$35.00 for 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

FILED
01 FEB 22 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

How the world shares ideas.

withdrawal

T BROWN FEB 26 2001

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

FILED
01 FEB 22 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Nortel Networks USA Inc.
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

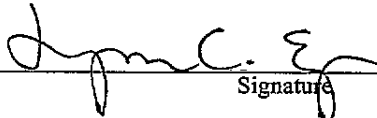
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Nortel Networks Inc., Attn: Law Dept., 200 Athens Way
(Mailing Address)

Nashville, TN 37228-1397
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature

Asst. Secretary, Nortel Networks Inc.

Successor ^{Title} ~~in~~-Interest by Merger to
Nortel Networks USA Inc.

Lynn C. Egan
Typed or printed name

2/16/01
Date