

F96000004090

FLORIDA FILING & SEARCH SERVICES, INC.  
P.O. BOX 10662 TALLAHASSEE, FL 32302  
PHONE: (850) 668-4318 FAX: (850) 668-3398

DECEMBER 20, 1999

EFFECTIVE DATE  
12/4/99

NAME : NOKIA SOURCING, INC.  
INTO  
NOKIA NETWORKS, INC.

*Merger*

FILED  
99 DEC 22 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT #: FCA000000015

AUTHORIZATION: PAUL HODGE/ABBIE HODGE

TYPE OF FILING: ARTICLES OF MERGER

RETURN: PLAIN COPY

COST:

RECEIVED  
55 DEC 20 AM 11:16  
TALLAHASSEE, FLORIDA

400003074884--8  
-12/20/99--01068--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*\*01789, 00524 00672*

*1002  
12/22/99*

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

NOKIA SOURCING INC., a Florida corporation H38079

into

**NOKIA NETWORKS INC.**, a Delaware entity F96000004090

File date: December 22, 1999 , effective December 24, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 21, 1999

Florida Filing & Search Services, Inc.  
P.O. Box 10662  
Tallahassee, FL 32302

SUBJECT: NOKIA SOURCING INC.  
Ref. Number: H38079

We have received your document for NOKIA SOURCING INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Is the signature for Nokia Networks Inc. (Jyrki Salo) an original signature?

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 599A00059797

→ Yes, this is an original!

EFFECTIVE DATE  
12/24/99

ARTICLES OF MERGER  
OF  
NOKIA SOURCING, INC.  
INTO  
NOKIA NETWORKS INC.

FILED  
99 DEC 22 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DECEMBER 15, 1999

NOKIA SOURCING, INC. (the "Corporation") hereby certifies that:

(1) The name and state of incorporation of each of the constituent corporations are:

- (a) Nokia Sourcing, Inc., a Florida corporation; and
- (b) Nokia Networks Inc., a Delaware corporation ("Networks").

(2) An Agreement and Plan of Merger as set forth in Exhibit A, attached hereto has been approved, adopted, certified, executed and acknowledged by Networks and by the Corporation in accordance with the provisions of Section 607.1107 of the Florida Business Corporation Act.

(3) The name of the surviving corporation is Nokia Networks Inc.

(4) The certificate of incorporation of the surviving corporation shall be the certificate of incorporation of Networks.

(5) The surviving corporation is incorporated under the laws of the State of Delaware.

(6) The executed agreement of merger is on file at the principal place of business of the surviving corporation at 6000 Connection Drive, Irving, Texas 75039.

(7) A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the surviving corporation.

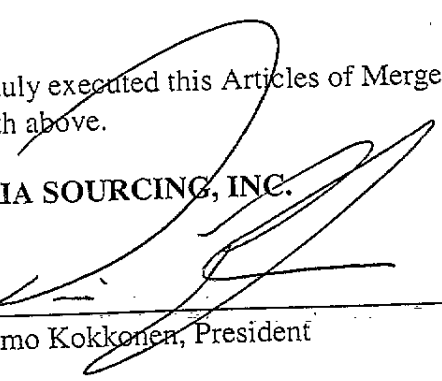
(8) The authorized capital stock of the Corporation is 7,000,000 shares of Common Stock, \$0.001 par value.

(9) Pursuant to the provisions of Section 607.0704 of the Florida Business Corporation Act, the shareholders of the Corporation and Networks, respectively, have approved these Articles of Merger by unanimous written consent as of the date first set forth above.

(10) The merger set forth herein shall be effective as of the start of business on December 24, 1999.

IN WITNESS WHEREOF, the undersigned have duly executed this Articles of Merger effective as of, but not necessarily on, the date first set forth above.

NOKIA SOURCING, INC.

By:   
Timo Kokkonen, President

ATTEST:

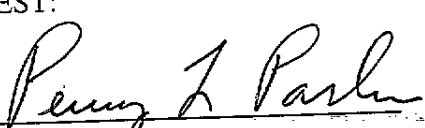
By:   
Penny L. Parker  
Assistant Secretary

Exhibit A

**AGREEMENT AND PLAN OF MERGER  
OF  
NOKIA SOURCING, INC.  
WITH AND INTO  
NOKIA NETWORKS INC.**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan"), is made and entered into as of December 15, 1999, by and between NOKIA NETWORKS INC., a Delaware corporation (hereafter called "Networks" or the "Surviving Corporation"), and NOKIA SOURCING, INC., a Florida corporation (hereafter called "Sourcing").

**WITNESSETH:**

WHEREAS, all of the issued and outstanding stock of Sourcing is held by Nokia Holding, Inc., a Georgia corporation ("Holding"), and Nokia Oyj, a Finland public limited company ("Nokia"); and

WHEREAS, all of the issued and outstanding stock of the Surviving Corporation is held by Holding; and

WHEREAS, the respective Boards of Directors of Sourcing and the Surviving Corporation have determined that it is desirable and in the best interests of each of such corporations to merge Sourcing into the Surviving Corporation and the shareholders of each such corporation have duly approved such merger (the "Merger");

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that Sourcing shall be merged into Networks effective as of the start of business on December 24, 1999 upon the terms and conditions hereinafter set forth.

**ARTICLE I.  
PLAN OF MERGER**

1.01 Plan Adopted. A Plan to merge Sourcing with and into Networks, pursuant to the provisions of Section 252 of the Delaware General Corporation Law and Section 607.1107 of the Florida Business Corporation Act is adopted as follows:

- (a) Sourcing will be merged with and into Networks, with Networks being the surviving corporation and will exist and be governed by the laws of the State of Delaware.
- (b) The name of the Surviving Corporation will continue to be Nokia Networks Inc.
- (c) The Surviving Corporation will carry on business with the assets of Sourcing, as well as its own assets.

(d) If, at any time after the Effective Date of the Merger, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (i) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to and possession of any property or right of Networks or Sourcing, acquired or to be acquired by reason of, or as a result of, the Merger, or (ii) otherwise to carry out the purposes of this Agreement, each of the parties hereto and its respective proper officers and directors shall be deemed to have granted hereby to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to, and the possession of, such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement; and the proper officers and directors of the Surviving Corporation are hereby fully authorized in the name of each party hereto, or otherwise to take any and all such action.

1.02 Effective Date. The merger set forth herein shall be effective as of the start of business on December 24, 1999 (the "Effective Date of the Merger").

## **ARTICLE II.**

### **Extinguishment of Shares**

2.01 Upon the Effective Date of the Merger, each of the issued and outstanding shares of capital stock of Sourcing and all rights in respect thereof shall be extinguished, and each certificate nominally representing shares of capital stock of Sourcing shall for all purposes be deemed null and void.

2.02 The capital stock of Networks will remain unaffected by the Merger.

## **ARTICLE III.**

### **Bylaws**

The Bylaws of Networks, as of the Effective Date of the Merger, will continue in full force as the Bylaws of the Surviving Corporation until altered or amended in accordance with the provisions thereof.

## **ARTICLE IV.**

### **Directors and Officers**

The Directors of Networks at the Effective Date of the Merger will be the directors of the Surviving Corporation until their respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by law and in the Bylaws of the Surviving Corporation, the officers of Networks as of the Effective Date of the Merger, will be the officers of the Surviving Corporation.

**ARTICLE V.**  
**Approval of the Directors and the Shareholders;**  
**Filing of Articles of Merger**

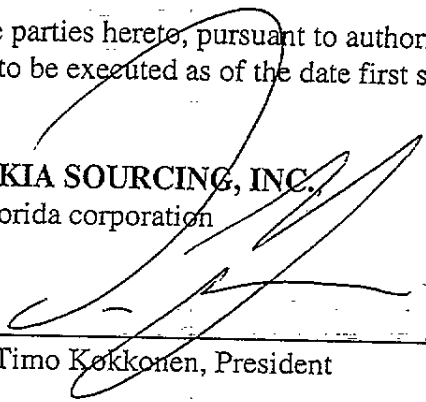
This Plan will be submitted for approval by the shareholders of both Sourcing and Networks, respectively, as provided in their respective Articles/Certificate of Incorporation, after the approval of the Boards of Directors of the respective corporations. After adoption and approval of this Plan by the Board of Directors and the shareholders of Sourcing and Networks, and subject to the conditions contained in this Plan, the Certificate/Articles of Merger substantially in the form attached hereto as Exhibit A will be executed and delivered to the Secretary of State of Delaware and Florida, respectively.

**ARTICLE VI.**  
**Expenses and Rights of Dissenting Shareholders**

The Surviving Corporation will promptly pay all expenses of carrying this Plan into effect and of accomplishing the Merger, including amounts, if any, to which dissenting shareholders of Sourcing may be entitled by reason of the Merger.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the Boards of Directors, has caused this Plan to be executed as of the date first set forth above.

**NOKIA SOURCING, INC.,**  
a Florida corporation

By:   
Timo Kokkonen, President

**NOKIA NETWORKS INC.,**  
a Delaware corporation

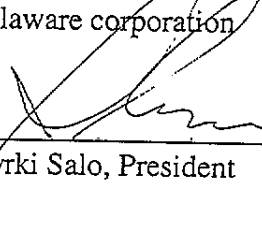
By:   
Jyrki Salo, President



Exhibit A

(See Attached)

**CERTIFICATE OF MERGER  
OF  
NOKIA SOURCING, INC.  
INTO  
NOKIA NETWORKS INC.**

**DECEMBER 15, 1999**

NOKIA NETWORKS INC. (the "Corporation") hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are:
  - (a) Nokia Sourcing, Inc., a Florida corporation ("Sourcing"); and
  - (b) Nokia Networks Inc., a Delaware corporation.
- (2) An Agreement and Plan of Merger ("Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by Sourcing and by the Corporation in accordance with the provisions of Section 252 of the Delaware General Corporation Law.
- (3) The name of the surviving corporation is Nokia Networks Inc.
- (4) The certificate of incorporation of the Corporation shall be the certificate of incorporation of the surviving corporation.
- (5) The surviving corporation is incorporated under the laws of the State of Delaware.
- (6) The executed agreement of merger is on file at the principal place of business of the Corporation at 6000 Connection Drive, Irving, Texas 75039.
- (7) A copy of the Agreement and Plan of Merger will be furnished by the Corporation, on request and without cost, to any stockholder of Sourcing or the Corporation.
- (8) The authorized capital stock of Sourcing is 7,000,000 shares of Common Stock, \$0.001 par value.
- (9) The merger set forth herein shall be effective as of the start of business on December 24, 1999.

**[REMAINDER OF PAGE INTENTIONALLY BLANK]**

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Merger effective as of, but not necessarily on, the date first set forth above.

NOKIA NETWORKS INC.

By: 

Jyri Salo, President