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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-02/15/00-01069-010
*****35.00 *****35.00

DATE: 2-8-00

TO: SECRETARY OF STATE OF Florida

FROM: APRIL BRADY, CORPORATE SPECIALIST

RE: Nokia IP Telephony Inc.
ORDER #: A79602

Enclosed herewith please find the necessary document to effect a change of registered agent and registered office in your state, together with our check in the amount of \$ 35.00 to cover the cost of filing.

Please file upon receipt, returning the customary evidence to my attention in the self-addressed, stamped envelope which is enclosed for your convenience.

If there are any problems with the enclosed please telephone me at (800) 809-7370. Thank your assistance in this matter.

RA Chg.

V. SHEPARD FEB 24 2000

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Nokia IP Telephony Inc.
2. The mailing address of the corporation is: 593 Herndon Parkway, Herndon, Virginia 20170
3. Date of incorporation/qualification: 4/23/97 Document number: F97000002135
4. The name and address of the current registered agent and office:

~~GT Corporation System~~ National Registered Agents, Inc.
1200 S. Pine Island Drive 212 Merchant St., Ste. 303
Plantation, FL 33324 Tallahassee, FL 32301

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

NRAI Services, Inc.
526 East Park Avenue
Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Penny L Parker
(Signature of an officer, chairman or vice chairman of the board)

January 31, 2000
(Date)

Penny L. Parker, Assistant Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

B. April Brady NRAI Services, Inc.
(Signature of Registered Agent)

2-7-00
(Date)

If signing on behalf of an entity:

B. April Brady

(Typed or Printed Name)

Assistant Secretary
(Capacity)

*** FILING FEE: \$35.00 ***