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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: Harmonic Systems Incorporated
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Sue Brodtmann
(Name of Person)
Unisearch, Inc.
(Firm/Company)
1295 Bandana Blvd. N, Suite 300
(Address)
St. Paul, MN 55108
(City, State and Zip Code)

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-08/05/98-01064-002
*****70.00 *****70.00

Should you need to call someone concerning this matter, please call:

Sue Brodtmann at (800) 227 - 1256
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Harmonic Systems Incorporated
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Minnesota 3. 41-1757267
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 20, 1993 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. July 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 701 Fourth Avenue South, Suite 320 1600
Minneapolis, MN 55415
(Current mailing address)
8. Sale of data communications equipment, software and network services.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**
Name: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
Tallahassee, Florida, 32301
(Zip Code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

Sue Brodtmann

(Registered agent's signature) Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

(SEE ATTACHED LIST)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

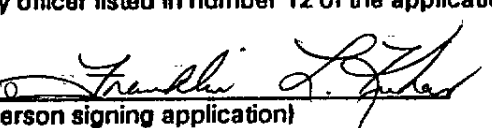
Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Frank Kuhar, Senior V.P. & CFO 
(Typed or printed name and capacity of person signing application)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

Attachment to form:

12. Names and addresses of officer and/or directors:

A. Directors

Chairman: Barrs S. Lewis
Address: 701 Fourth Avenue South, Suite 1600, Minneapolis, MN 55415

Director: David Chandler
Address: 227 W. Monroe, Suite 3400, Chicago, IL 60606

Director: Kenneth H. Dahlberg
Address: 19360 Walden Trail, Wayzata, MN 55391

Director: Mitchell Hollin
Address: Welsh & McKean Roads, Spring House, PA 19477

Director: Jonathan D. Rick
Address: 701 Fourth Avenue South, Suite 1600, Minneapolis, MN 55415

B. Officers

CEO: Barrs S. Lewis
Address: 701 Fourth Avenue South, Suite 1600, Minneapolis, MN 55415

President & COO: Andy Roberts
Address: 701 Fourth Avenue South, Suite 1600, Minneapolis, MN 55415

Vice President &
Secretary: Jonathan D. Rick
Address: 701 Fourth Avenue South, Suite 1600, Minneapolis, MN 55415

Senior V.P. &
CFO: Frank Kuhar
Address: 701 Fourth Avenue South, Suite 1600, Minneapolis, MN 55415

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State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Harmonic Systems Incorporated

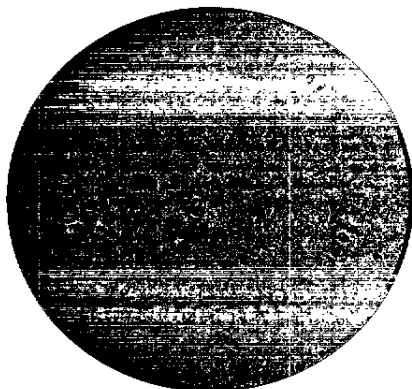
Date Formed: 08/20/1993

Chapter Governed By: 302A

This certificate has been issued on 08/03/98.

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Joan Anderson Growe
Secretary of State.