



THE UNITED STATES
CORPORATION
COMPANY

980000005460

ACCOUNT NO. : 072100000032

REFERENCE : 975973 5058217

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 70.00

ORDER DATE : September 28, 1998

ORDER TIME : 3:26 PM

ORDER NO. : 975973-005

CUSTOMER NO: 5058217

CUSTOMER: Ms. Joellen M. Schumacher
Lucent Technologies, Inc.
Room 30503
600 Mountain Avenue
Murray Hill, NJ 07974

200002651872--8

FOREIGN FILINGS

NAME: LUCENT TECHNOLOGIES GUARDIAN
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom
TALLAHASSEE FLORIDA
SECRETARY OF STATE

98 SEP 29 AM 9:45

FILED

29/30

RECEIVED
98 SEP 29 PM 4:14
DIVISION OF CORPORATION

**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. Lucent Technologies Guardian Corporation
(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. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. September 21, 1998
(Date of Incorporation)
5. "Perpetual"
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 475 South Street (2N170)
Morristown, NJ 07962
(Current mailing address)
8. To engage in any act or activity for which corporations may be organized.
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

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.

Corporation Service Company
By: Vicki Schreiber, Asst. V.P.
(Registered agent's signature)
Vicki Schreiber, Asst. V.P.

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: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: (See Attached Rider)

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: (See Attached Rider)

Address:

Vice President:

Address:

Secretary:

Address:

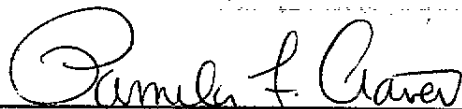
Treasurer:

Address:

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STATE OF FLORIDA
TALLAHASSEE

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. Pamela F. Craven, Secretary

(Typed or printed name and capacity of person signing application)

LUCENT TECHNOLOGIES GUARDIAN CORPORATION

Directors

Michael Greene 150 Allen Road, Liberty Corner, NJ 07938
Roger E. Stricker 150 Allen Road, Liberty Corner, NJ 07938
Charles D. Peiffer 600 Mountain Ave., Murray Hill, NJ 07974
Alfred D. Leonard 14645 N.W. 77th Ave., Suite 105 Miami Lakes, FL 33014-2569

Officers

Chairman	Michael Greene	150 Allen Road, Liberty Corner, NJ 07938
President	Alfred D. Leonard	14645 N.W. 77th Ave., Suite 105 Miami Lakes, FL 33014-2569
Vice President	Pamela F. Craven	600 Mountain Ave., Murray Hill, NJ 07974
Vice President	Michael J. Holliday	600 Mountain Ave., Murray Hill, NJ 07974
Secretary	Pamela F. Craven	600 Mountain Ave., Murray Hill, NJ 07974
Asst. Secretary	Janet O'Rourke	600 Mountain Ave., Murray Hill, NJ 07974
Asst. Secretary/ CFO/Tax	Wayne Eggert	475 South St., Morristown, NJ 07962
Asst. Secretary	Anthony Pukenas	475 South St., Morristown, NJ 07962
Asst. Secretary	Robert Staszak	475 South St., Morristown, NJ 07962
Asst. Secretary	Mark Cain	475 South St., Morristown, NJ 07962
Treasurer	Kevin DaSilva	283 King George Rd., Warren, NJ 07059
Asst. Treasurer	Kathleen Sabia-Cahill	283 King George Rd., Warren, NJ 07059
Asst. Treasurer	Wayne Francis	283 King George Rd., Warren, NJ 07059
Asst. Treasurer	Annette Fasciano	283 King George Rd., Warren, NJ 07059

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LUCENT TECHNOLOGIES GUARDIAN CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
98 SEP 29 AM 9:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

98-1047-1957

2943483 8300

981374928



9325187
09-28-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: