



THE UNITED STATES CORPORATION COMPANY

F98000006350

ACCOUNT NO. : 072100000032
REFERENCE : 030228 4703728
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : November 12, 1998

ORDER TIME : 2:11 PM

ORDER NO. : 030228-005

CUSTOMER NO: 4703728

CUSTOMER: Mr. Rich Conrad
Dialogic Corporation
1515 Route 10

Parsippany,, NJ 07054

000002690870--7
-11/18/98--01052--025
*****70.00 *****70.00

000002690870--7
-11/18/98--01052--026
*****0.75 *****0.75

FOREIGN FILINGS

NAME: DIALOGIC CORPORATION

000002690870--7
-11/18/98--01052--027
*****8.00 *****8.00

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

RECEIVED
NOV 19 11 21 AM '98
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

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

1. DIALOGIC CORP.
(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. NEW JERSEY 3. 22-2476114
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JUNE 24, 1983 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. SEPTEMBER 8, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 1515 ROUTE 10
PARSIPPANY NJ, 07054
(Current mailing address)

8. MANUFACTURER AND SALES OF COMPUTER TELEPHONY PRODUCTS
(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.

Tabatha F. Fiorelli - Asst V.P.
(Registered agent's signature)

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.

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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 STATEMENT ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE STATEMENT ATTACHED

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. JEAN BEADLE, CONTROLLER
(Typed or printed name and capacity of person signing application)

DIALOGIC CORPORATION

STATEMENT IN SUPPORT OF LINE 12 A

DIRECTORS

Nicholas Zwick Chairman of the Board	1515 Route 10 Parsippany, NJ 07054
Howard G. Bubb	1515 Route 10 Parsippany, NJ 07054
Kenneth J. Burkhardt	1515 Route 10 Parsippany, NJ 07054
Masao Konomi	1515 Route 10 Parsippany, NJ 07054
John N. Lemasters	1515 Route 10 Parsippany, NJ 07054
Francis G. Rodgers	1515 Route 10 Parsippany, NJ 07054
James J. Shinn	1515 Route 10 Parsippany, NJ 07054

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DIALOGIC CORPORATION

STATEMENT IN SUPPORT OF LINE 12 B

OFFICERS

Howard G. Bubb President	1515 Route 10 Parsippany, NJ 07054
Kenneth J. Burkhardt Executive Vice President	1515 Route 10 Parsippany, NJ 07054
John G. Alfieri Vice President	1515 Route 10 Parsippany, NJ 07054
Thomas G. Amato Treasurer	1515 Route 10 Parsippany, NJ 07054
Charles H. House Vice President	1515 Route 10 Parsippany, NJ 07054
John J. Landau Vice President	1515 Route 10 Parsippany, NJ 07054
William Warner Vice President	1515 Route 10 Parsippany, NJ 07054
Theodore M. Weitz Secretary	1515 Route 10 Parsippany, NJ 07054
Jean M. Beadle Controller	1515 Route 10 Parsippany, NJ 07054

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

DIALOGIC CORPORATION
With the Previous or Alternate Name
DIALOGIC CORP.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on June 24, 1983.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

*Richard M Sandler
65 Livingston Avenue
Roseland, NJ 07068*

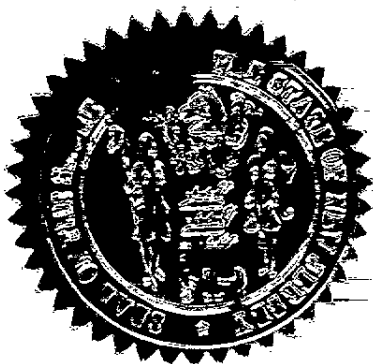
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STATE
DIVISION OF CORPORATIONS

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

DIALOGIC CORPORATION
With the Previous or Alternate Name
DIALOGIC CORP.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
13th day of November, 1998

James A DiEleuterio, Jr.
Treasurer

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SECRETARY OF STATE
DIVISION OF CORPORATIONS