

F99000002055



DANIEL J. SHAPIRO
GENERAL COUNSEL
LEGAL AND REGULATORY DIVISION

February 28, 2001

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-03/01/01--01085--003
*****35.00 *****35.00

VIA OVERNIGHT DELIVERY

Florida Secretary of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee FL 32399

Re: Actel Integrated Communications, Inc. - Delaware

Dear Sir or Madam:

Actel Integrated Communications, Inc. received foreign corporation authorization as an Alabama corporation from your office in April 1999. Actel has merged into a Delaware corporation solely for the purpose of changing the corporate domicile. No changes to the corporate structure have taken place.

Enclosed you will find a withdrawal application for the Alabama corporation and our check for \$35.00 in payment of the filing fee required. The new application for authority as a Delaware corporation is also enclosed with our check for \$78.75.

Please fax a copy of page one of each application with the filing information to my attention @ 225.383.2272. Should you require additional information, please contact me at your earliest convenience.

Thank you for your assistance.

Very truly yours,
Actel Integrated Communications, Inc.

Rita H. Wilson
Rita H. Wilson
Office Manager - Senior Paralegal
Legal and Regulatory

Enclosures

withdrawal

S. PAYNE MAR 2 - 2001

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Actel Integrated Communications, Inc.

(Name of Corporation)

Alabama

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.


Attn: Accounts Payable
P. O. Box 6345

(Mailing Address)

Mobile, AL 36660

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature of the chairman or vice chairman of the board,
president, or any officer.

Secretary, EVP

Title

Daniel J. Shapiro

Typed or printed name

2-28-01

Date

FILED

01 MAR - 1 PM 2:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

01 MAR - 1 PM 2:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA