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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Elastic Networks Inc.
(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:

Betty Chears
(Name of Person)
Nortel Networks - Law Dept.
(Firm/Company)
200 Athens Way
(Address)
Nashville, TN 37228-1397
(City/State/Zip)

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

Betty Chears at (615) 734-4590
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

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

MAILING ADDRESS:

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

*ic pgs
verified E99-18
owned by them -
checked by phone w/
Ms. Chears*

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

NORTEL NETWORKS

Northern Telecom
200 Athens Way
Nashville TN 37228 USA
Tel 615.734.4590
Fax 615.734.4067

bchears@nortelnetworks.com

Betty A. Cears
Legal Assistant

April 23, 1999

Florida Dept. of State
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Dear Sir or Madam:

Enclosed are:

- an executed Application by Foreign Corporation for Authorization to Transact Business In Florida and one exact copy;
- a check for \$78.75 for the filing fee and one certified copy of the filing; and
- a self-addressed envelope.

Please file the enclosed and return the evidence of filing and one certified copy of the filing to my attention as soon as possible.

Feel free to call me if you have any questions or need more information.

Sincerely,



Betty A. Cears
Legal Assistant

Enclosures

**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. Elastic Networks Inc.
(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 3. 58-2418576
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 22, 1998 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon issuance of a Certificate of Authority
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 200 Athens Way, Nashville, TN 37228-1397
(Current mailing address)

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8. any lawful act or activity for which corporations may be organized in the State of Delaware and in the State of Florida
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

Mary R. Adams
(Registered agent's signature)

**MARY R. ADAMS
ASSISTANT 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: (Street address **ONLY**- P. O. Box **NOT** acceptable)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See Attachment A

Address: _____

Director: _____

Address: _____

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

President: See Attachment A

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Lynn C. Egan, Assistant Secretary 
(Typed or printed name and capacity of person signing application)

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Attachment A to Florida
Application by Foreign Corporation for Authorization
to Transact Business in Florida

**Directors and Officers of
Elastic Networks Inc.**

Guy D. Gill 3871 Lakefield Drive, Suite #300 Suwanee, Georgia 30024-1242	Director and President
Michael P. Ressler 4001 E. Chapel Hill-Nelson Hwy Research Triangle Park, North Carolina 27709	Vice President, Finance
Robert L. Ashby 200 Athens Way Nashville, Tennessee 37228-1397	Treasurer
Roger A. Schechter 200 Athens Way Nashville, Tennessee 37228-1397	Director and Secretary
Lynn C. Egan 200 Athens Way Nashville, Tennessee 37228-1397	Assistant Secretary
Peter C. Farranto 5405 Windward Parkway Alpharetta, Georgia 30201	Assistant Secretary

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELASTIC NETWORKS INC." 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 TWENTIETH DAY OF APRIL, A.D. 1999.

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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 9697592
DATE:

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