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CT CORPORATION SYSTEM
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Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

600002865526--8
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CORPORATION(S) NAME

NORTHERN BILCOON INTERNATIONAL, INC

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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. Northern Telecom International 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 (State or country under the law of which it is incorporated) 3. 51-0256286 (FEI number, if applicable)

4. August 2, 1982 (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. 200 Athens Way, Nashville, Tennessee 37228-1397
(Current mailing address)

8. see attachment
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System
Mary R. Adams
(Registered agent's signature) (Officer)
MARY R. ADAMS
ASSISTANT SECRETARY
(Type Name and Title of Officer)

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

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

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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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Appendix to
Application by Foreign Corporation for Authorization
to Transact Business in Florida

**Purpose Clause of
Northern Telecom International Inc.**

Any lawful act or activity for which corporations may be organized to do business
under the laws of Delaware and the laws of Florida.

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Appendix to
Application by Foreign Corporation for Authorization
to Transact Business in Florida

Northern Telecom International Inc.

Directors and Officers

Officers

Business Address

Mary M. Cross
President

200 Athens Way
Nashville, TN 37228-1397

Robert L. Ashby
Vice-President and Treasurer

200 Athens Way
Nashville, TN 37228-1397

Roger A. Schecter
Secretary

200 Athens Way
Nashville, TN 37228-1397

Lynn C. Egan
Assistant Secretary

200 Athens Way
Nashville, TN 37228-1397

Directors

Mary M. Cross

200 Athens Way
Nashville, TN 37228-1397

Roger A. Schecter

200 Athens Way
Nashville, TN 37228-1397

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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 "NORTHERN TELECOM INTERNATIONAL 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 TWENTY-SIXTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9706716

DATE:

04-26-99