



THE UNITED STATES
CORPORATION
COMPANY

K53915

ACCOUNT NO. : 072100000032

REFERENCE : 044364 3652A

AUTHORIZATION : _

COST LIMIT : \$ PPA

ORDER DATE : November 25, 1998

ORDER TIME : 3:12 PM

ORDER NO. : 044364-005

CUSTOMER NO: 3652A

CUSTOMER: Ms. Lee Wrenn
Krasny And Dettmer
Suite 201
304 S. Harbor City Blvd.
Melbourne, FL 32901

700002696977--7
-11/30/98--01005--006
*****70.00 *****70.00

700002696977--7
-11/30/98--01005--007
*****8.75 *****8.75

ARTICLES OF MERGER

PHASE ACQUISITION CORP.

INTO

BROADBAND COMMUNICATIONS
PRODUCTS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

See 11/30

RECEIVED

98 NOV 25 PM 4:10

DIVISION OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV 25 PM 4:19

FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

PHASE ACQUISITION CORP., a Delaware corporation

INTO

BROADBAND COMMUNICATIONS PRODUCTS, INC., a Florida corporation,
K53915

File date: November 25, 1998

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER

The undersigned, the President of Broadband Communications Products, Inc., a Florida corporation and the President of Phase Acquisition Corp., a Delaware corporation, hereby certifies in connection with the merger of Broadband Communications Products, Inc. and Phase Acquisition Corp. that:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Plan of Merger

- a. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name

State of Incorporation

Broadband Communications
Products, Inc.

Florida (surviving corporation)

Phase Acquisition Corp.
(a wholly-owned subsidiary
of Uniphase Corporation)

Delaware

- b. Upon filing of these Articles of Merger, Phase Acquisition Corp. ("Merged Corporation") shall be merged with and into Broadband Communications Products, Inc. ("Surviving Corporation"), with Surviving Corporation being the surviving corporation of the merger and the separate corporate existence of Merged Corporation shall cease. All property, rights, privileges, policies and franchises of Surviving Corporation and Merged Corporation shall vest in Surviving Corporation and all debts, liabilities and duties of Merged Corporation and Surviving Corporation shall become the debts, liabilities and duties of Surviving Corporation.
- c. Each issued and outstanding share of capital stock of Merged Corporation shall, upon filing of these Articles of Merger, be automatically converted into one share of Surviving Corporation common stock. All outstanding and unexercised stock options granted by Surviving Corporation shall cease to represent a right to acquire shares of Surviving Corporation's common stock and shall be converted automatically into a right to acquire shares of common stock of Uniphase Corporation at the applicable exchange ratio and otherwise on the same terms and conditions described in the applicable stock option agreement.
- d. The Articles of Incorporation of Surviving Corporation, as in effect immediately prior to the filing of this Articles of Incorporation, shall remain the Articles of Incorporation of Surviving Corporation.

2. This Certificate of Merger shall be effective as of November 25, 1998.

3. The terms of the merger contained in these Articles of Merger have been approved, adopted, certified, executed and acknowledged by (a) the shareholders of Surviving Corporation, by unanimous written consent, on November 23, 1998, and (b) the directors of Surviving Corporation, during a special meeting of the board held on November 23, 1998.

4. The terms of the merger contained in these Articles of Merger have been approved, adopted, certified, executed and acknowledged by (a) the shareholders of Merged Corporation, by unanimous written consent, on November 23 1998, and (b) the directors of Merged Corporation, by unanimous written consent, on November 19, 1998.

IN WITNESS WHEREOF, each of the undersigned has made and subscribed to these Articles of Merger, this 25 day of November, 1998.

**BROADBAND COMMUNICATIONS
PRODUCTS, INC.**

(as the surviving corporation)

By: _____

Name: Allen S. Henry

Title: President

PHASE ACQUISITION CORP.

(as the merged corporation)

By:  _____

Name: Michael C. Phillips

Title: President

IN WITNESS WHEREOF, each of the undersigned has made and subscribed to these Articles of Merger, this 25th day of November, 1998.

**BROADBAND COMMUNICATIONS
PRODUCTS, INC.**

(as the surviving corporation)

By: Allen S. Henry

Name: Allen S. Henry

Title: President

PHASE ACQUISITION CORP.

(as the merged corporation)

By: _____

Name: Michael C. Phillips

Title: President