

MA9000001488



ACCOUNT NO. : 072100000032

REFERENCE : 373518 7144217

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 285.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP 22 PM 1:34

ORDER DATE : September 13, 1999

ORDER TIME : 9:58 AM

ORDER NO. : 373518-280

CUSTOMER NO: 7144217

800002993548-5

CUSTOMER: Ms. Lenore A. Mury  
Philips Consumer  
535 Mountain Avenue  
Po Box 1  
Murray Hill, NJ 07974-0001

FOREIGN FILINGS

NAME: LUCENT CONSUMER  
COMMUNICATIONS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

Name	MJH
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

RECEIVED  
99 SEP 22 AM 10:42  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32304

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Lucent Consumer Communications, LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 22-3536332  
(FEI number, if applicable)
4. August 22, 1997  
(Date of Organization)
5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 4, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Lucent Technologies Inc.  
475 South Street, Morristown, NJ 07962  
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
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SEE ATTACHMENT

_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
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_____	_____	_____	_____

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP 22 PM 1:34

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

Exhibit A

LUCENT CONSUMER COMMUNICATIONS, LLC

MANAGER LIST<sup>1</sup>

John M. Gumersell, President  
Lucent Consumer Communications, LLC  
c/o Lucent Technologies Consumer Products L.P.  
535 Mountain Ave.  
New Providence, NJ 07974

Stanley M. Hartstein, Vice President and CFO  
Lucent Consumer Communications, LLC  
c/o Lucent Technologies Consumer Products L.P.  
535 Mountain Ave.  
New Providence, NJ 07974

Douglass P. Hotchkiss, Vice President and Treasurer  
Lucent Consumer Communications, LLC  
c/o Lucent Technologies Consumer Products L.P.  
535 Mountain Ave.  
New Providence, NJ 07974

Pamela F. Craven, Vice President and Secretary  
Lucent Consumer Communications, LLC  
c/o Lucent Technologies, Inc.  
600-700 Mountain Ave.  
PO Box 636  
Murray Hill, NJ 07974-0636

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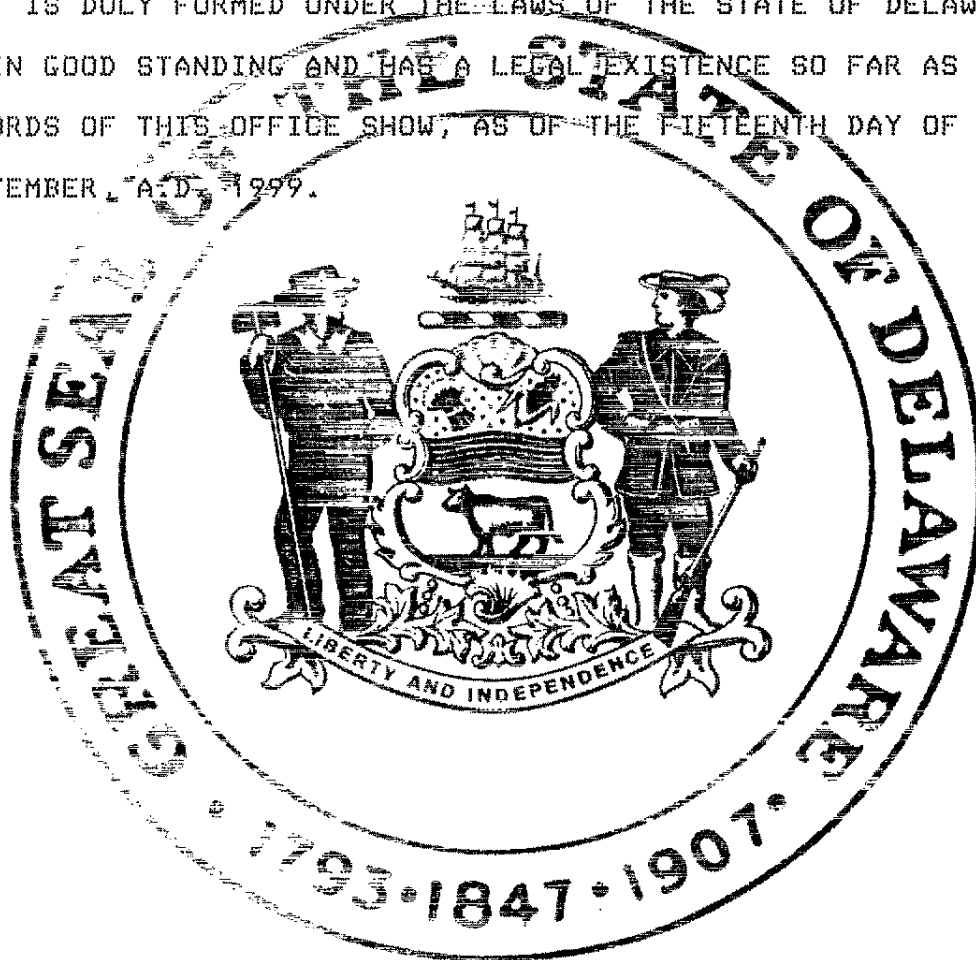
<sup>1</sup> Partial list.

*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 "LUCENT CONSUMER COMMUNICATIONS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF SEPTEMBER, A.D. 1999.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2788974 8300

991385136

9970790

09-15-99

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

LUCENT CONSUMER COMMUNICATIONS, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company

By: Carol K Dolor  
(Signature)

Carol K. Dolor, Asst. Vice President

**Filing Fee: \$ 35 for Designation of Registered Agent**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The member or authorized representative of a member of Lucent Consumer  
Communications, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 ;  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 1,000.00 .  
(This total includes amounts from 2 and 3 above.)



**Signature of a member or an authorized representative of a member.**  
(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)

SHARON T. JACOBSON

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**