

96/21

State of Idaho

Department of State

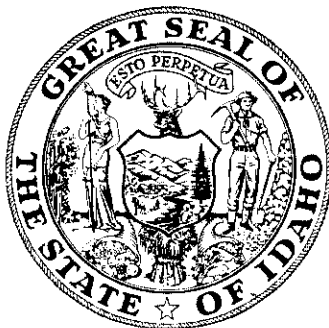
AMENDED CERTIFICATE OF AUTHORITY OF

MITEL TELEPHONE SYSTEMS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MITEL TELEPHONE SYSTEMS, INC. for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to MITEL TELECOMMUNICATIONS SYSTEMS, INC. to transact business in this State under the name MITEL TELECOMMUNICATIONS SYSTEMS, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: October 6, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on AUGUST 21, 19 91, authorizing it to transact business in the State of Idaho under the name of MITEL TELEPHONE SYSTEMS, INC.
2. Its corporate name has been changed to MITEL TELECOMMUNICATIONS SYSTEMS, INC.
EFF 10/1/93
3. The name which it shall use hereafter in the State of Idaho is MITEL TELECOMMUNICATIONS SYSTEMS, INC.
4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

NO CHANGE

(Note: If no additional purposes are proposed, insert "No change.")

Dated SEPT. 20, 1993

MITEL TELEPHONE SYSTEMS, INC.
(Corporation Name)

By [Signature]
Its President/Vice President (please specify)

And Theresa M. Kirkpatrick
Its Secretary/Assistant Secretary (please specify)

STATE OF New Jersey
COUNTY OF Burlington) ss:

I, Florence D. Ensign, a notary public, do hereby certify that on this 20th day of September, 19 93, personally appeared before me Pete Calasone, who being by me first duly sworn, declared that (s)he is the Vice President of Mitel Telephone Systems, Inc.

that (s)he signed the foregoing documents as VP Customer Service of the corporation and that the statements therein contained are true.

[Signature]
Notary Public

(Seal)

Office of the Secretary of State
Corporations Division

Secretary of State use only

IDAHO SECRETARY OF STATE
19931006 0900 25001 2
CK #: 5789 CUST# 1
CORP 1@ 30.00= 30.00

: C

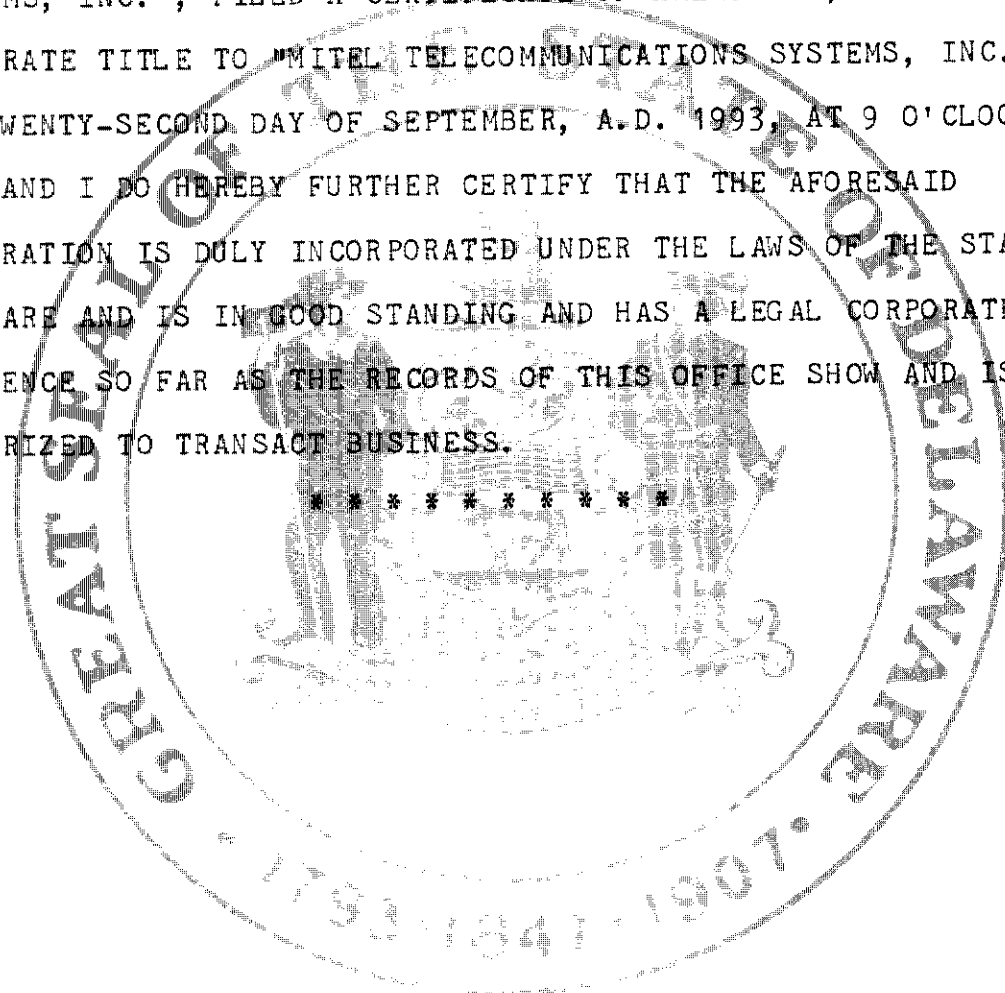
State of Delaware
Office of the Secretary of State

Oct 6 9 45 AM
SECRETARY OF ST

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MTEL TELEPHONE SYSTEMS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS CORPORATE TITLE TO "MTEL TELECOMMUNICATIONS SYSTEMS, INC.", ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 1993, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION 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 AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *4084625

DATE: 10/04/1993