

State of Idaho

Department of State

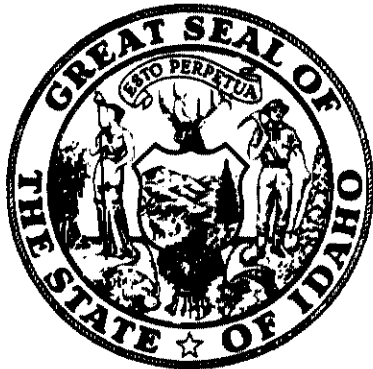
CERTIFICATE OF AUTHORITY OF

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 a 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 Certificate of Authority to MITEL TELEPHONE SYSTEMS, INC. to transact business in this State under the name MITEL TELEPHONE SYSTEMS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated August 21, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED
SEC. OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Mitel Telephone Systems, Inc.

2. The name which it shall use in Idaho is same

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is 6-27-91 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Prentice-Hall Corporation System, Inc., 32 Lockerman Square, Suite L-100, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5. 15000 Commerce Parkway, Mt. Laurel, NJ 08054

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed

registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: sales, service, installation of telephone systems

9. The names and respective addresses of its directors and officers are:

see attached listing
Name

Office

Address

Name	Office	Address

(continued on reverse)

Name	Office	Address

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 8-7-91

MITEL TELEPHONE SYSTEMS, INC.

(Corporation Name)

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

and [Signature]
 Its Secretary/Assistant Secretary (please specify)

TELEPHONE

SYSTEMS

STATE OF NJ)
) ss:
 COUNTY OF Burlington)

I, Michael J. O'Brien, a notary public, do hereby certify that on this 7th day of August, 19 91, personally appeared before me R. F. Anderson, 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 document as VP Finance & Controller of the corporation and that the statements therein contained are true.

[Signature]
 Notary Public

Michael J. O'Brien
 Notary Public of New Jersey
 My Commission Expires February 17, 1992

MITEL TELEPHONE SYSTEMS, INC.
dba: RCA Business Telephone Systems

OFFICERS:

Security #	Officer	Title
478-72-3838	Edward J. Ohlschlager	President & General Manager
066-40-5628	Richard F. Anderson	VP Finance & Treasurer
138-78-8554	Tito Caluori	VP of Service
229-58-5472	Harvey L. Frazier	VP Sales & Marketing
296-46-2216	Ed Silberhorn	Secretary

DIRECTOR:

Don McIntyre

350 Legget Dr.
PO Box 13089
Kanata, Ontario
CN K2K1X3

The above address is the
address of all officers
and directors.

State of Delaware

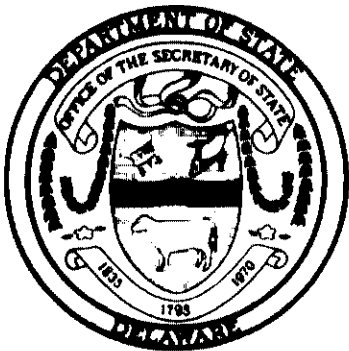


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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY MITEL TELEPHONE SYSTEMS, 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 DATE SHOWN BELOW.

* * * * *



751220183

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: *3136202

DATE: 08/08/1991