

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY

OF

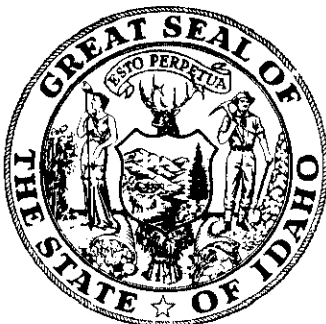
UNISPHERE SOLUTIONS, INC.

File Number C 127397

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: February 2, 1999



Pete T. Cenarrusa

SECRETARY OF STATE

By

Natalie Jones

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is Unisphere Solutions, Inc.
2. The name which it shall use in Idaho is Unisphere Solutions, Inc.
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 1/12/99
5. The address of its principal office is 1301 Avenue of the Americas, New York, New York 10019
6. The address to which correspondence should be addressed, if different than item 5, is c/o Siemens Corporation, 1301 Avenue of the Americas, New York, N.Y. 10019
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and its registered agent in Idaho at that address is C T Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Michael Schiefen</u>	<u>Director</u>	<u>1301 Avenue of the Americas, New York, New York 10019</u>
<u>Kenneth R. Meyers</u>	<u>President</u>	<u>1301 Avenue of the Americas, New York, New York 10019</u>
<u>Jill F. Teich</u>	<u>Secretary</u>	<u>1301 Avenue of the Americas, New York, New York 10019</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: January 29, 1999

Unisphere Solutions, Inc.
(Corporation name)

By Kenneth R. Meyers
Kenneth R. Meyers

Its _____
President
(specify capacity of signer)

Customer Acct #:

IDAHO SECRETARY OF STATE
(If using pre-paid account)

02/02/1999 09:00
CK: 132093113 CT: 4567 BH: 104256

1 @ 100.00 = 100.00 AUTH PRO # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

g:\corp\forms\CA2.pmf Revised 4/97

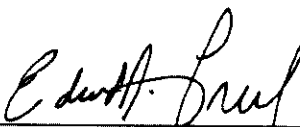
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNISPHERE SOLUTIONS, 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-NINTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.





Edward J. Freel, Secretary of State

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991037614

AUTHENTICATION:

DATE:

9548770

01-29-99