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s, Wash., D.C. 20231

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SIR: Please record the attached ori.

Particulars are:

1. Name of conveying party(ies) (assignor(s)):

Northern Telecom Limited

Additional name(s) of conveying party(ies) attached? []yes [X]no

2. Name and Address of Party(ies) receiving an interest (assignee(s)):

Address: NORTEL NETWORKS CORPORATION

World Trade Center of Montreal, 380 St. Antoine Street West, 8th Floor, Montreal, Quebec, Canada H2Y 3Y4

Country: Canada

Additional name(s) & address(es) attached? []yes [X]no

3. Nature of Conveyance:

[] Assignment

Execution Dates: April 29, 1999

[] Merger

[X] Change of Name

[] Verified Translation

[] Security Agreement

[] Other

4. Execution date(s) on the Declaration if filed herewith:

4.5 Application number(s) or patent number(s). Others on additional sheet(s) attached? []yes [X]no

A. Patent Application No(s).
(series code/serial number)

First Inventor
if not in Item 1

B. Patent No(s).

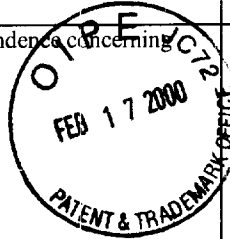
First Inventor
if not in Item 1

09/428,656

Jeff A. Barnes

5. Name and address of party to whom correspondence concerning this document should be mailed:

JAMES G. GATTO
Hunton & Williams
1900 K Street, N.W., Suite 1200
Washington, D.C. 20006-1109
(see telephone number below)



6. Number involved:
Applns. 1 + Pats: = Total 1

7. Amount of fee enclosed:
\$40.00

8. If above fee missing or inadequate charge insufficiency to Deposit Account number 50-0206 (duplicate sheet not required.)

5.5 Atty. Dkt.

10593RGU01U

DO NOT USE THIS SPACE

9. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Scott D. Balderston
Signature

10. Total number of pages including this cover sheet (Do NOT file dup. Cover sheet)

4

Attorney: Scott D. Balderston

Reg. No. 35,436

Atty/Sec: SDB/vr

Date: February 17, 2000

Tel: 202-955-1935 Fax: 202-778-2201

03/17/2000 JSHABAZZ 00000166 09428656

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(40.00 OP)



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

Nortel Networks Corporation/

125147-3

Corporation Nortel Networks

Name of corporation - Dénomination de la société:

Corporation number - Numéro de la société

I hereby certify that the articles of the above-named corporation were amended

Je certifie que les statuts de la société susmentionnée ont été modifiés:

a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice:

a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;

b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares:

b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;

c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment:

c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;

d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization:

d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Director - Directeur

April 29, 1999 / le 29 avril 1999

Date of Amendment - Date de modification


| | |
|--|---|
| 1. Name of corporation / Dénomination de la société NORTHERN TELECOM LIMITED/ NORTHERN TELECOM LIMITEE | 2. Corporation No. / N° de la société 125147-3-M |
|--|---|

3. The articles of the above-named corporation are amended as follows: Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

to change the name of the Corporation to:

remplacer la dénomination de la Société par:

Nortel Networks Corporation/Corporation Nortel Networks

| | | |
|------------------------|--|---|
| Date April 27, 1999 | Signature  Deborah J. Nohle | Title - Titre Vice-President, Corporate Secretary and Associate General Counsel |
|------------------------|--|---|

RC 3069 (11-94) (CCA 1387)

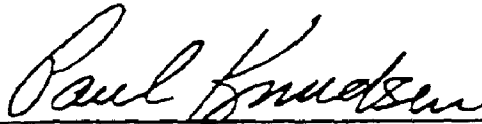
FOR DEPARTMENTAL USE ONLY / A L'USAGE DU MINISTRE SEULEMENT
Filed - Déposé
MAY 3 1999

CANADA)
)
PROVINCE OF ONTARIO)
)
To Wit)

TO ALL WHOM THESE PRESENTS
MAY COME, BE SEEN OR KNOWN

I, PAUL T. KNUDSEN, a Notary Public, in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of Brampton, in the Regional Municipality of Peel, in said Province, do certify and attest that the paper-writing hereto annexed is a true copy of a document produced and shown to me and purporting to be Certificate of Amendment effecting the name change of Northern Telecom Limited to Nortel Networks Corporation dated the 29th day of April, 1999, the said copy having been compared by me with the said original document, an act whereof being requested I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed my Notarial Seal of Office at Brampton, Ontario this 17th day of May, 1999.



PAUL T. KNUDSEN
A Notary Public in and for the
Province of Ontario