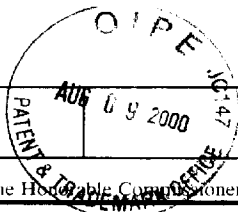


08-31-2000



101447566

U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

FORM PTO

To the Honorable Commissioner of Patent

documents or copy thereof.

1. Name of conveying party(ies):
Nortel Networks Corporation

MRD 8-9-00

2. Name and address of receiving party(ies):

Name: Nortel Networks Limited
Internal Address: _____
Street Address: World Trade Center of Montreal
380 St. Antoine Street West, 8th Floor, Montreal, Quebec H2Y 3Y4
Canada

Additional name(s) of conveying party(ies) attached? Yes No

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: May 1, 2000

4. Application number(s) or patent number(s).

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

08/986,810

B. Patent No.(s)

Additional numbers attached: Yes No

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

Name: William M. Lee, Jr.
Internal Address: Lee, Mann, Smith, McWilliams, Sweeney & Ohlson
Street Address: P.O. Box 2786
City Chicago State Illinois Zip: 60690-2786

6. Total number of applications and patents involved: one

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

12-0913

(Attach duplicate copy of this form if paying by deposit account.)

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.

William M. Lee, Jr.
Name of Person Signing

William M. Lee
Signature

August 7, 2000
Date

Total number of pages including cover sheet, attachments and document 7

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

08/30/2000 MTHA11 00000266 08986810
01 FC:581 40.00 DP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.



Industry Canada Industrie Canada
Canada Business Loi canadienne sur
Corporations Act les sociétés par actions

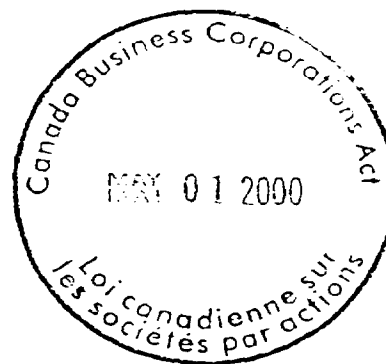


I HEREBY CERTIFY THAT THE
ATTACHED IS A TRUE COPY OF THE
DOCUMENT MAINTAINED IN THE
RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE
DOCUMENT CI-JOINT EST UNE COPIE
EXACTE D'UN DOCUMENT CONTENU
DANS LES LIVRES TENUS PAR LE
DIRECTEUR.

Deputy Director - Directeur adjoint

Date



Canada

PATENT
REEL: 011029 FRAME: 0338



Certificate of Arrangement

Certificat d'arrangement

Canada Business Corporations Act

Loi canadienne sur les sociétés par actions

Nortel Networks Corporation/

125147-3

Corporation Nortel Networks

BCE Inc.

356667-6

Name of CBCA corporation(s) involved -
Dénomination(s) de la (des) société(s)
L.C.S.A. concernée(s)

Corporation number - Numéro de la société

I hereby certify that the arrangement set out in the attached articles of arrangement, involving the above-referenced corporation(s), has been effected under section 192 of the *Canada Business Corporations Act*.

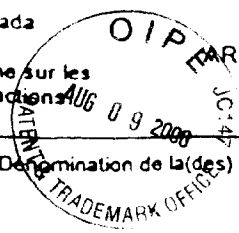
Je certifie que l'arrangement mentionné dans les clauses d'arrangement annexées, concernant la (les) société(s) susmentionnée(s), a pris effet en vertu de l'article 192 de la *Loi canadienne sur les sociétés par actions*.



Director - Directeur

May 1, 2000 / le 1 mai 2000

Date of Arrangement - Date de l'arrangement



Name of applicant corporation(s) - Dénomination de la(des) requérante(s) BCE INC. NORTEL NETWORKS CORPORATION / CORPORATION NORTEL NETWORKS	2 - Corporation No(s). N°(s) de la(des) société(s) 3566676 1251473
Name of the corporation(s) the articles of which are amended, if applicable Dénomination de la(des) société(s) dont les statuts sont modifiés, le cas échéant NORTEL NETWORKS CORPORATION / CORPORATION NORTEL NETWORKS NEW NORTEL INC.	4 - Corporation No(s). N°(s) de la(des) société(s) 1251473 375 438-3
Name of the corporation(s) created by amalgamation, if applicable Dénomination de la(des) société(s) issue(s) de la(des) fusion(s), le cas échéant (a) BCE INC. (b) NEW NORTEL INC.	6 - Corporation No(s). N°(s) de la(des) société(s) 375 437-5 375 438-3
Name of the dissolved corporation(s), if applicable Dénomination de la(des) société(s) dissoute(s), le cas échéant	8 - Corporation No(s). N°(s) de la(des) société(s)
Name of other bodies corporate involved, if applicable Dénomination des autres personnes morales en cause, le cas échéant 3721621 CANADA INC.	10 - Corporation No(s). or jurisdiction of incorporation - N°(s) de la(des) société(s) / ou loi sous le régime de laquelle elle est constituée 3721621

In accordance with the order approving the arrangement, / Conformément aux termes de l'ordonnance approuvant l'arrangement

the articles of the above-named corporation(s) are amended in accordance with the attached plan of arrangement / les statuts de la(des) société(s) susmentionnée(s) sont modifiés en conformité avec le plan d'arrangement ci-joint
 THE ANNEXED SCHEDULE A IS INCORPORATED IN THIS FORM / L'ANNEXE A CI-JOINTE FAIT PARTIE INTÉGRANTE DU PRÉSENT FORMULAIRE
 the following bodies corporate are amalgamated in accordance with the attached plan of arrangement / les personnes morales suivantes sont fusionnées conformément au plan d'arrangement ci-joint

(i) BCE INC. (#3566676))
 3263207 CANADA INC. (#3263207)) FORMS 5 (a)

THE ANNEXED SCHEDULE B IS INCORPORATED IN THIS FORM / L'ANNEXE B CI-JOINTE FAIT PARTIE INTÉGRANTE DU PRÉSENT FORMULAIRE

(ii) NEW NORTEL INC. (#3728684))
 3056074 CANADA INC. (#3056074)) FORMS 5 (b)

THE ANNEXED SCHEDULE C IS INCORPORATED IN THIS FORM / L'ANNEXE C CI-JOINTE FAIT PARTIE INTÉGRANTE DU PRÉSENT FORMULAIRE

the above-named corporation(s) is(are) liquidated and dissolved in accordance with the attached plan of arrangement / la(les) société(s) susmentionnée(s) est(sont) liquidées et dissoute(s) conformément au plan d'arrangement ci-joint

the plan of arrangement attached hereto, involving the above-named body(ies), corporate is hereby effected / le plan d'arrangement ci-joint portant sur la(les) personne(s) morale(s) susmentionnée(s) prend effet

THE ANNEXED SCHEDULE D IS INCORPORATED IN THIS FORM / L'ANNEXE D CI-JOINTE FAIT PARTIE INTÉGRANTE DU PRÉSENT FORMULAIRE

Date MAY 1, 2000	Signature Machine Jurgall B. Mesh	Title - Titre Chief Legal Officer - BCE Inc Corporate Secretary Nortel Networks Corporation
3188 (3/95) (CAA 1780)		FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT Date - Déposé MAY 1 2000

Schedule A/L'Annexe A



- (a) The name of Nortel Networks Corporation/Corporation Nortel Networks (#1251473) is changed to Nortel Networks Limited/Corporation Nortel Networks Limitée.
- (b) The articles of New Nortel Inc. (# 375438-3) are hereby changed as follows:
 - (i) the name of the corporation is changed to Nortel Networks Corporation/Corporation Nortel Networks; and
 - (ii) the common shares of the corporation are subdivided on a two-for-one basis effective at the close of business on the fourth Trading Day after the Effective Date.

For this purpose, "Trading Day" and "Effective Date" shall have the meanings ascribed thereto in the attached Plan of Arrangement.



NORTEL NETWORKS LIMITED

ASSISTANT SECRETARY'S CERTIFICATE

I, **BLAIR F. MORRISON**, Assistant Secretary of Nortel Networks Limited, formerly known as Nortel Networks Corporation (the "Corporation"), a Canadian corporation, do hereby certify under my hand and the corporate seal of the Corporation as follows:

- 1. Attached hereto as Exhibit A, is a true, complete and correct copy of an extract from a certified copy of the Certificate of Arrangement between the Corporation and BCE Inc. dated May 1, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation.

Dated: June 20 2000

Blair F. Morrison
Assistant Secretary

I, **DEBORAH J. NOBLE**, Corporate Secretary of the Corporation, hereby certify that **BLAIR F. MORRISON** is, and has been at all times since a date prior to the date hereof, the duly elected, qualified and acting Assistant Secretary of the Corporation and that the signature set forth above is his true and correct signature.

Dated: June 20 2000

Deborah J. Noble
Corporate Secretary

Executed and signed before me at the City of Brampton, Province of Ontario, Canada this 20 day of June 2000