

CT CORPORATION SYSTEM

100000003279

FILED
DEC -3 PM 4:22
TALLAHASSEE, FLORIDA

JDS Uniphase Broadband Products, Inc. merging into:

JDS Uniphase Corporation (Surviving Corporation)

Merger

100004701971 -- 5
-12/03/01--01033--030
*****70.00 *****70.00

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|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Name _____ 12/3/01
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Verifier _____
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Order#: 4955324
Ref#: _____
Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

JDS UNIPHASE BROADBAND PRODUCTS, INC., a Florida corporation K53915

into

JDS UNIPHASE CORPORATION, a Delaware entity F00000003279

File date: December 3, 2001

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
JDS Uniphase Corporation	State of Delaware

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
JDS Uniphase Broadband Products, Inc.	State of Florida

THIRD. Attached as Exhibit A, is a true and correct copy of the Plan of Merger.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on August 22, 2001, in accordance with the laws of the State of Delaware,

SIXTH: The Plan of Merger was adopted by the board of directors of the merging corporation on November 30, 2001, in accordance with the laws of the State of Florida.

SEVENTH: Shareholder approval was not required pursuant to Chapter 607, Section 1104 of Florida General Business Organizations Law.

EIGHTH: The surviving corporation is organized under the laws of the State of Delaware, and the address of its registered or principal office in said State is: Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801.

NINTH: JDS Uniphase Corporation, the surviving corporation, hereby appoints the Florida Secretary of State as its agent for service of process to enforce an obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger

TENTH: JDS Uniphase Corporation agrees that it will promptly pay to the dissenting shareholder of each domestic corporation which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Florida General

Business Organizations Law with respect to the rights of dissenting shareholders.

Dated: November 30, 2001

JDS UNIPHASE CORPORATION

By: 

Michael C. Phillips
Assistant Secretary

JDS UNIPHASE BROADBAND PRODUCTS, INC.

By: 

Anthony R. Muller
Treasurer

EXHIBIT A

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, F.S., and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning 100 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
JDS Uniphase Corporation	State of Delaware

The name and jurisdiction of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
JDS Uniphase Broadband Products, Inc.	State of Florida

JDS Uniphase Broadband Products, Inc. will be merged into JDS Uniphase Corporation, and JDS Uniphase Corporation will assume all of JDS Uniphase Broadband Products' obligations and liabilities.

Upon the proposed merger becoming effective, each outstanding share of JDS Uniphase Broadband Products, Inc. shall cease to be outstanding, without any payment being made in respect thereof.

The surviving corporation will be JDS Uniphase Corporation.

Shareholders of the subsidiary corporation, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provision of chapter 607 regarding rights of dissenting shareholders, to be paid the fair value of their shares.