


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Jun 24 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P28753 (2) 1. Corporation Name OCTEL COMMUNICATIONS CORPORATION					
Principal Place of Business 1001 MURPHY RANCH RD MILPITAS CA 95035-7912 US			Mailing Address 1001 MURPHY RANCH RD MILPITAS CA 95035-7912 US		
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 03/26/1990 3a. Date of Last Report 05/01/1996 4. FEI Number 77-0029449 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324			10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code		
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.					
SIGNATURE Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent's signature required when reinstating) DATE					
12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	CEO	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	COHN, ROBERT		1.2 NAME		
STREET ADDRESS	1001 MURPHY RANCH ROAD		1.3 STREET ADDRESS		
CITY-ST-ZIP	MILPITAS CA		1.4 CITY-ST-ZIP		
TITLE	P	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	WEST, W. MICHAEL		2.2 NAME		
STREET ADDRESS	1001 MURPHY RANCH ROAD		2.3 STREET ADDRESS		
CITY-ST-ZIP	MILPITAS CA		2.4 CITY-ST-ZIP		
TITLE	EVP	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	LADD, DAVID		3.2 NAME		
STREET ADDRESS	1001 MURPHY RANCH ROAD		3.3 STREET ADDRESS		
CITY-ST-ZIP	MILPITAS CA 95035-7912		3.4 CITY-ST-ZIP		
TITLE	VPCC	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	DALEY, DEREK S		4.2 NAME		
STREET ADDRESS	1001 MURPHY RANCH ROAD		4.3 STREET ADDRESS		
CITY-ST-ZIP	MILPITAS CA 95035-7912		4.4 CITY-ST-ZIP		
TITLE	VP	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	ANG, EDMUND P		5.2 NAME		
STREET ADDRESS	1001 MURPHY RANCH ROAD		5.3 STREET ADDRESS		
CITY-ST-ZIP	MILPITAS CA 95035-7912		5.4 CITY-ST-ZIP		
TITLE	VP	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	CAMPDONICO, DONALD L		6.2 NAME		
STREET ADDRESS	1001 MURPHY RANCH ROAD		6.3 STREET ADDRESS		
CITY-ST-ZIP	MILPITAS CA 95035-7912		6.4 CITY-ST-ZIP		

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13. Changed, or on an attachment with an address.

SIGNATURE:

Sandra B. Mortham

6/18/97 (908) 324-8810

CR2E034 (9/96)

Octel Communications Corporation
OFFICERS AND BOARD OF DIRECTORS

Updated June 2, 1997

Officers

* Robert Cohn	CEO, Chairman	Roger Dalrymple	Vice President
* W. Michael West	President, COO, Acting GBS GM	Rob Farris	Vice President
* David Ladd	Executive Vice President, CTO	Roger Fawcett	V.P., Gen. Manager
* Derek S. Daley	V.P., Gen. Counsel, Corp. Secretary	J. Kim Fennell	Vice President
* Lars Rabbe	Vice President, CIO	Roger Heath	Vice President
* Jody Bisson	V.P., Corp. Controller, CFO (Acting)	John Iggoe	Vice President
James F. Engle	Vice President, Treasurer	* Bob Lyon	Vice President
* Margaret Norton	Sr. Vice President, Gen. Manager	Jerry McLeod	Vice President
* Alex J. Gray	Sr. Vice President	Laurent Mayer	Vice President
* Paul Scott	Sr. Vice President	Diane Pewitt	Vice President
Edmund P. Ang	Vice President	Daniel G. Patyk	Vice President
Steve Baker	Vice President	Nick Redding	Vice President
John Cameron	Vice President	Carl Schoeneberger	Vice President
* Donald L. Campodonico	Vice President	M. Lee Shelton	Vice President
Lynn Conlon	Vice President	* Bruce Simpson	Vice President
		Linda Stegeman	Vice President
		Jonathan Visbal	Vice President

* Section 16(b) Officers

Directors

Anson M. Beard, Jr.
Morgan Stanley & Co., Inc.
1251 Avenue of the Americas
23rd Floor
New York, NY 10020-1104
Tel: 212/703-4142
Fax: 212/703-4790
Asst: Farah Santoro
212/703-4703

Leo Chamberlain
P.O. Box 204
Captain Cook, HI 96704-0204
Fax: 808/328-8156

Robert Cohn
Chairman of the Board & CEO
Octel Communications Corp.
1001 Murphy Ranch Road
Milpitas, CA 95035-7912
Tel: 408/324-6501
Fax: 408/324-2754
Asst: Joanne Linden
408/324-6997

Deborah Coleman
CEO & Chairman of the Board
Merix Corporation
P.O. Box 3000, M/S F4-234
1521 Poplar Lane
Forest Grove, OR 97116-0300
Tel: 503/359-2643
Fax: 503/357-1504
Asst: Valerie Henson
503/359-2665

James A. McDivitt
3530 E. Calle Puerta de Acero
Tucson, AZ 85718-6000
Tel: 520/299-4464
Fax: 520/299-5940

Nathaniel de Rothschild
Nathaniel de Rothschild
Holdings, Ltd.
767 Fifth Avenue
New York, NY 10153-0001
Tel: 212/826-4040
Fax: 212/826-1236
Asst: Renate Koble
212/826-4040

W. Michael West
President & COO
Octel Communications Corp.
1001 Murphy Ranch Road
Milpitas, CA 95035-7912
Tel: 408/324-6647
Fax: 408/324-6333
Asst: Kay Wright
408/324-6692

* THE ADDRESS FOR THE OFFICERS LISTED
ABOVE IS:

1001 MURPHY RANCH ROAD
MILPITAS, CA 95035-7912



Florida Department of State
Annual Report Filings
Division of Corporations
PO Box 1500
Tallahassee, FL 32302-1500

June 18, 1997

RE: ENTITY

E.I.N.

Octel Communications Corporation

77-0029449

Gentlemen:

We enclose herewith the following items, as indicated:

Income Tax Return: _____
Franchise Tax Return: _____
Extension Request to: _____
Additional Extension Request to: _____
Declaration of Estimated Tax: _____
☒ Other: Annual Report Filing Fee _____

☒ Remittance, to be Applied as Follows: _____

<u>DESCRIPTION</u>	<u>AMOUNT</u>
<u>Filing Fee Due</u>	<u>\$ 550.00</u>
_____	_____
TOTAL	<u>\$ 550.00</u>

Very truly yours,

Michele A. Chang
Corporate Tax Accountant