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ACCOUNT NO. : 072100000032

REFERENCE : 908824 7190891

AUTHORIZATION :

Patricia Pujant

COST LIMIT : \$ 70.00

00 DEC -4 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ORDER DATE : November 22, 2000

ORDER TIME : 11:19 AM

ORDER NO. : 908824-015

700003484527--4

CUSTOMER NO: 7190891

CUSTOMER: Ms. Linda Copenhagen
Telephia, Inc.
200 Vallejo

San Francisco, CA 94111

FOREIGN FILINGS

NAME: TELEPHIA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

RECEIVED
00 DEC -4 PM 12:05
DIVISION OF CORPORATION

BA 12/5

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

FILED
DEC - 4 PM 1:39
TALLAHASSEE, FLORIDA

- 1. Telephia, Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 91-1911335 (State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 10, 1998 5. perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification." (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 200 Vallejo, San Francisco, CA 94111 (Principal office address)
200 Vallejo, San Francisco, CA 94111 (Current mailing address)

8. Wireless Marketing Services (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
Laura R. Dunlap
(Laura R. Dunlap signature) (Registered agent's signature)
Laura R. Dunlap as its agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. BRUCE CARMEDELLE, CFO + VP

(Typed or printed name and capacity of person signing application)

FILED
00 DEC -11 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Telephia, Inc.
Officers and Directors Attachment

00 DEC -4 PM 4:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

	<u>Residence Address</u>	<u>Business Address</u>
Tom Frangione, CEO	118 Oakshade Lane Novato, CA 94945	200 Vallejo Street San Francisco, CA 94111
John Oyler, Pres/Sec	3046 Polk Street A San Francisco, CA 94801	200 Vallejo Street San Francisco, CA 94111
Bruce Carmedelle, CFO/VP	45 Bridge Gate Drive San Raphael, CA 94903	200 Vallejo Street San Francisco, CA 94111
Tom Matlack, Director	Newbury Street Boston, MA 02116	200 Vallejo Street San Francisco, CA 94111
Ray Conley, Director	2460 Sand Hill Road Menlo Park, CA 94025	200 Vallejo Street San Francisco, CA 94111
Scott Anderson, Director	2415 Carillon Point Kirkland, WA 98033	200 Vallejo Street San Francisco, CA 94111

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELEPHIA, 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-SEVENTH DAY OF NOVEMBER, A.D. 2000.

FILED
 DEC - 14 PM 3:36
 SECRETARY OF STATE
 DEPARTMENT OF STATE
 DELAWARE

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

2906911 8300

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Edward J. Freel

EDWARD J. FREEL, Secretary of State

DATE: 11-27-00