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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

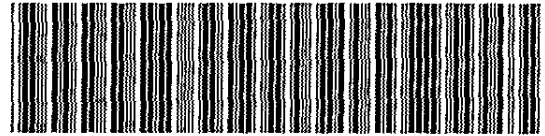
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REDGRAVE & OLIVER LLP

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Anne Marie La Ferla, Paralegal
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June 2, 2004

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Telematics Wireless USA Corp, a Delaware corporation

Dear Clerk:

Enclosed herein are the documents relating to the registration of the above foreign profit corporation to transact business in Florida:

1. Transmittal Letter;
2. Application by Foreign Corporation For Authorization To Transact Business in Florida;
3. Certificate of Status of Telematics Wireless USA Corp., a Delaware corporation; and
4. Our firm's check number 5576 in the amount of \$70.00 drawn payable to Florida Department of State, representing the filing fee.

Once the documents have been filed, please forward to our offices acknowledgment of the authorization to transact business in Florida. Should you have any questions, please do not hesitate to contact our offices at 561-347-1700. Thank you.

Very truly yours,



Anne Marie La Ferla
Paralegal

Enclosures

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TELEMATICS WIRELESS USA CORP.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

GERALD W. GRITTER, ESQUIRE
(Name of Person)

REDGRAVE & OLIVER LLP
(Firm/Company)

120 EAST PALMETTO PARK ROAD, SUITE 450
(Address)

BOCA RATON, FLORIDA 33432
(City/State and Zip code)

For further information concerning this matter, please call:

GERALD W. GRITTER at (561) 347-4700
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

1. **TELEMATICS WIRELESS USA CORP.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **DELAWARE**

(State or country under the law of which it is incorporated)

3. **20-0827432**

(FEI number, if applicable)

4. **MARCH 3, 2004**

(Date of incorporation)

5. **PERPETUAL**

(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. **3330 N.W. 33rd STREET, SUITE 302, FORT LAUDERDALE, FLORIDA 33309**

(Principal office address)

3330 N.W. 33rd STREET, SUITE 302, FORT LAUDERDALE, FLORIDA 33309

(Current mailing address)

8. **WIRELESS 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: **REDGRAVE & OLIVER LLP**

Office Address: **120 EAST PALMETTO PARK ROAD**

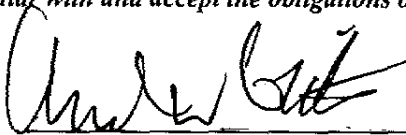
BOCA RATON, Florida **33432**

(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.



(Registered agent's signature)

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:

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FILED

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: **RON SHAMAI**

Address: **3330 N.W. 33rd STREET**

FORT LAUDERDALE, FLORIDA 33309

Director: _____

Address: _____

B. OFFICERS

President: **RON SHAMAI**

Address: **3330 N.W. 33rd STREET**

FORT LAUDERDALE, FLORIDA 33309

Vice President: _____

Address: _____

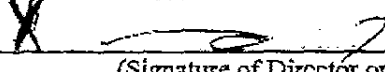
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. **X**  **RON SHAMAI**
(Signature of Director or Officer listed in number 12 of the application)

14. **RON SHAMAI, PRESIDENT**
(Typed or printed name and capacity of person signing application)

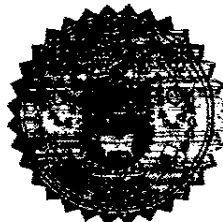
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELEMATICS WIRELESS USA CORP." 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 FIRST DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3143395

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DATE: 06-01-04