

BRYAN CAVE LLP

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LONDON, ENGLAND

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KUWAIT CITY, KUWAIT

DUBAI, UNITED ARAB EMIRATES

DUBAI, UNITED ARAB EMIRATES

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CHANDLER PARK, KANSAS
PHOENIX, ARIZONA
LOS ANGELES, CALIFORNIA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

LLEWELLYN SALE III

314/259-2649

December 15, 1997

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

400002376274--3
-12/18/97--01032--002
****131.25 ****131.25

Re: Applied Cellular Technology, Inc. Foreign Qualification

Dear Sir or Madam:

Enclosed for filing please find the following:

1. Two originally executed Applications By Foreign Corporation for Authorization To Transact Business In Florida;
2. Two originally executed Designations of Registered Agent and Registered Office for Alien Business Organization or Foreign Corporation;
3. One Certificate of Good Standing from the Secretary of State of Missouri; and
4. A check in the amount of \$131.25, which includes the fees for certificate of status and certified copies.

Please return evidence of filing, the certificate of status and the certified copies to the undersigned at the above address. If you have any questions, please contact the undersigned.

Very truly yours,



Llewellyn Sale III

/pgf/277045v1
Enclosures

cc: Richard Sullivan (w/o encls.)
Garrett Sullivan (w/o encls.)
Scott Silverman (w/o encls.)

WAT-28299
7 DEC 29 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

gf 12/29



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 19, 1997

LLEWELLYN SALE, III
BRYAN CAVE LLP
ONE METROPOLITAN SQUARE, SUITE 3600
ST LOUIS, MO 63102-2750

SUBJECT: APPLIED CELLULAR TECHNOLOGY, INC.
Ref. Number: W97000028299

We have received your document for APPLIED CELLULAR TECHNOLOGY, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete the enclosed 2nd page of the application setting forth the names and street addresses of the officers/directors. The chairman, vice-chairman, or an officer must sign section 13.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 197A00059635

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. Applied Cellular Technology, 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. Missouri 3. 43-1641533
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 05/11/93 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Not yet
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. Highway 160 and CC, Suite 5
Nixa, Missouri 65714
(Current mailing address)
8. To engage in any business lawful and permitted pursuant to the laws of the
state of incorporation and to do anything permitted of corporations pursuant
to such laws.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: Scott Silverman

Office Address: 400 Royal Palm Way, Suite 410

Palm Beach, Florida, 33480
(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.

By: 

(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable) SEE ATTACHED.

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable) SEE ATTACHED.

President: _____

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. **DAVID A. LOPPERT V.P.**

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

FILED
97 DEC 29 AM 10:21
SECRETARY CL. JAL
TALLAHASSEE, FLORIDA

Applied Cellular Technology, Inc.

A. Directors

Daniel E. Penni
190 Marlborough St.
Boston, MA 02116

Angela M. Sullivan
19 Nathaniel Drive
Amherst, NH 03031

Richard J. Sullivan
19 Nathaniel Drive
Amherst, NH 03031

Garrett A. Sullivan
29 Concord Ave., Apt. 315
Cambridge, MA 02138

Arthur F. Noterman
5 Ocean View Drive
Hingham, MA 02043

B. Officers

President: Garrett A. Sullivan
29 Concord Ave., Apt. 315
Cambridge, MA 02138

Vice Pres.: David A. Loppert
1 Clerbrook Lane
St. Louis, MO 63124

Secretary: Richard J. Sullivan
19 Nathaniel Drive
Amherst, NH 03031

Treasurer: David A. Loppert
1 Clerbrook Lane
St. Louis, MO 63124

Chairman and
CEO: Richard J. Sullivan
19 Nathaniel Drive
Amherst, NH 03031

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

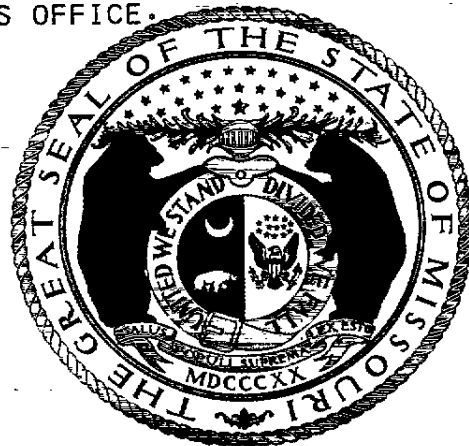
CORPORATION DIVISION
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY CARE AND CUSTODY REVEAL THAT
APPLIED CELLULAR TECHNOLOGY, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 11TH DAY OF MAY, 1993, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 13TH DAY OF NOVEMBER, 1997.

Rebecca McDowell Cook
Secretary of State



FILED
97 DEC 29 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA