F98000000240

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 668331 6469B

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

ORDER DATE : January 14, 1998

ORDER TIME : 11:53 AM

ORDER NO. : 668331-005

CUSTOMER NO: 6469B

500002400095--7

CUSTOMER: Robert Blackford, Esq
Maguire Voorhis & Wells, P.a.
200 South Orange Ave Ste 3000
P.o. Box 633 (32802)
Orlando, FL 32801

FOREIGN FILINGS

NAME: RELM WIRELESS CORPORATION

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LR 1/14

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

RECEIVED
98 JAN 14 PM 1:36
DIVISION OF CORPORATION

CONTACT PERSON: Jon A Bowling

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. RELM Wireless Corporation
(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. Nevada
(State or country under the law of which it is incorporated)

3. Applied For
(FEI number, if applicable)

4. October 24, 1997
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

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6. January 30 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 7505 Technology Drive
West Melbourne, FL 32904
(Current mailing address)

8. To engage in any and all lawful business under General Corporate Law of Nevada
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Karen B. Rozar
(Registered agent's signature) **Karen B. Rozar, 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 addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

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

Chairman: SEE ATTACHED EXHIBIT "A"

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President:/CEO: Richard K. Laird

Address: 7505 Technology Drive

West Melbourne, FL 32904

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Vice President:

Address:

Secretary/Treasurer/CFO: William P. Kelly

Address: 7505 Technology Drive

West Melbourne, FL 32904

Treasurer:

Address:

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

13. W. P. Kelley
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William P. Kelley, Secretary/Treasurer/CFO
(Typed or printed name and capacity of person signing application)

EXHIBIT "A" TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

RELM WIRELESS CORPORATION

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A. DIRECTORS:

Donald F. U. Goebert, Chairman
342 Willowbrook Lane
Westchester, PA 19382

Richard K. Laird
7505 Technology Drive
West Melbourne, FL 32904

Buck Scott
408 McClenaghan Mill Road
Wynnewood, PA 19096

Robert L. MacDonald
441 Iven Avenue
Wayne, PA 19087

Ralph R. Whitney, Jr.
3441 Highway 34
Wheatland, WY 82201

James C. Gale
315 West 106th Street, Apt. 4A
New York, NY 10025

Joel A. Schleicher
140 Knightsbridge
Watchung, NJ 07060

George N Benjamin III
8260 West 116th Street
Overland Park, KN 66210

SECRETARY OF STATE

STATE OF NEVADA

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CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **RELM WIRELESS CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 24, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on December 19, 1997.

Dean Heller

Secretary of State

By Jacqueline Curry

Certification Clerk