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To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

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FOREIGN PROFIT/NONPROFIT CORPORATION

TracFone Wireless, Inc.

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**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. TracFone Wireless, Inc.

(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.

(FEI number, if applicable)

4. May 9, 2007

(Date of Incorporation)

5. perpetual

(Duration: Your corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration)
(See Section 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 9700 N.W. 112th Avenue, Miami, FL 33178

(Principal office address)

9700 N.W. 112th Avenue Miami, FL 33178

(Current mailing address)

8.

(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 NOT acceptable)

Name: **Corporate Creations Network Inc.**

Office Address: **11380 Prosperity Farms Road #221E**

Palm Beach Gardens

(City)

Florida 33410

(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.

X

Yulia Ogurchikova

Yulia Ogurchikova, Assistant Secretary

(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.

**Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107**

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Director: FREDRICK J. POLLAK
Address: 9700 N.W. 112th Avenue
Miami FL 33178

Director: ALEJANDRO JIMENEZ
Address: 9700 N.W. 112th Avenue
Miami FL 33178

Director: GUSTAVO BLANCO
Address: 9700 N.W. 112th Avenue
Miami FL 33178

Director: CARLOS GARCIA MORENO
Address: 9700 N.W. 112th Avenue
Miami FL 33178

B. OFFICERS

President FREDRICK J. POLLAK
Address: 9700 N.W. 112th Avenue
Miami FL 33178

Address: _____

Secretary RICHARD E. SALZMAN
Address: 9700 N.W. 112th Avenue
Miami FL 33178

Treasurer GUSTAVO BLANCO
Address: 9700 N.W. 112th Avenue
Miami FL 33178

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

13. [Signature]

(Signature of Director or Officer listed in number 12 of the application)

14. Fredrick J. Pollak, President

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

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Consent to Use of Name

The undersigned, TracFone Wireless LLC (Doc. No. L07000089611) ("the Company"), hereby consents to the use of the name "TracFone Wireless, Inc." and qualification in Florida under this name by its affiliated company TracFone Wireless, Inc., a Delaware corporation.

TracFone Wireless, LLC



By: Gustavo Blanco
Title: Director

Date: 10-3-07

Delaware

The First State

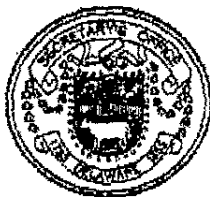
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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRACFONE WIRELESS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TRACFONE WIRELESS, INC." WAS INCORPORATED ON THE NINTH DAY OF MAY, A.D. 2007.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6037639

DATE: 09-28-07