

F00000003846



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 756845 4354975

AUTHORIZATION :

Patricia Pyjst

COST LIMIT : \$ 70.00

ORDER DATE : July 7, 2000

ORDER TIME : 10:11 AM

ORDER NO. : 756845-005

600003317826--4

CUSTOMER NO: 4354975

CUSTOMER: Ms. Tracy L. Baumert
Boston Communications Group
100 Sylvan Road

Woburn, MA 01801

FOREIGN FILINGS

NAME: WIRELESS TELESERVICES CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

FILED STATE
SECRETARY OF CORPORATIONS
00 JUL 10 PM 1:17

RECEIVED
00 JUL 10 AM 11:34
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3/6
7/10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 PM 1:17

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Wireless Teleservices, 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:

Tracy Baumert

(Name of Person)

Boston Communications Group, Inc.

(Firm/Company)

100 Sylvan Road, Suite 100

(Address)

Woburn, MA 01801

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Tracy Baumert
(Name of Person)

at (617) 476-4606
(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$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.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 PM 1:17

1. Wireless Teleservices Corp.
(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. Massachusetts 3. 04-3362741
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/15/97 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. when qualified
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 100 Sylvan Road, Suite 100, Woburn, MA 01801
(Current mailing address)
8. To own, market, sell and operate telecommunications systems, services, and products.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
And all other lawful business activities which may be lawfully carried out.
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.

Corporation Service Company

By: Robert Branch

(Registered agent's signature)

Robert Branch - Asst Secretary

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: _____ E.Y. Snowden

Address: 100 Sylvan Road, Suite 100, Woburn, MA 01801

Vice Chairman: _____

Address: _____

Director: Karen A. Walker

Address: 100 Sylvan Road, Suite 100 Woburn, MA 01801

Director: Fritz von Mering

Address: 100 Sylvan Road, Suite 100, Woburn, MA 01801

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

President: _____ E.Y. Snowden

Address: 100 Sylvan Road, Suite 100 Woburn, MA 01801

Vice President: _____

Address: _____

Secretary: Alan Bouffard

Address: 100 Sylvan Road, Suite 100, Woburn, MA 01801

Treasurer: Karen Walker

Address: 100 Sylvan Road, Suite 100 Woburn, MA 01801

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

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

14. Karen Walker, Treasurer
(Typed or printed name and capacity of person signing application)

00 JUL 10 PM 1:17
RECEIVED
OFFICE OF CORPORATIONS



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 PM 1:17

July 7, 2000

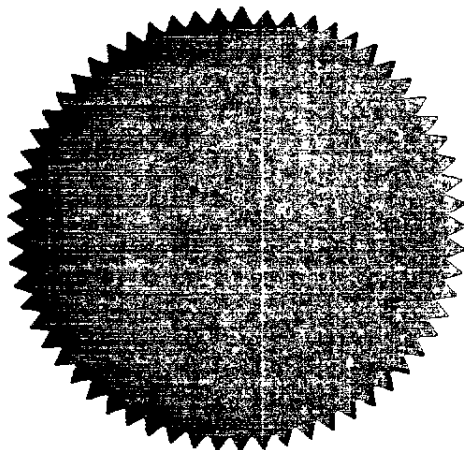
To Whom It May Concern :

I hereby certify that,

WIRELESS TELESERVICES CORP.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on **April 15, 1997**.

I also certify that so far as appears of record here, said corporation still has legal existence.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.