

F00000006167

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 11 / 3

Corporation(s) Name

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-11/03/00--01067--001
*****70.00 *****70.00

Clearewire Technologies, Inc.

☒ Profit
☐ Nonprofit

☐ Amendment

☐ Merger

☒ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3

☐ UBR
☐ Fictitious Name

☐ Other
☐ Ch. RA

***Special Instructions**

☐ Certified Copy
☐ Photocopies
☐ CUS
☐ Parts/amends/mergers ☐ Other-See Above

☒ Walk in

☒ Pick-up

☐ Will Wait

Please Return Filed Stamped
Copies To:

Jeffrey Butterfield

Thank You!

3K
11/3

FILED
NOV - 3 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
NOV - 3 AM 11:00
TALLAHASSEE, FLORIDA

**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. CLEARWIRE TECHNOLOGIES, 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. DELAWARE 3. 75-2773497
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/29/98 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of this Application
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. P.O. Box 850, Buffalo, New York 14225-0850

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized.
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System

Vivianne Jones
(Registered agent's signature)

Vivianne Jones
Special Assistant 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: SEE SCHEDULE II ATTACHED HERETO

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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NOV -3 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

President: SEE SCHEDULE II ATTACHED HERETO

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. Thomas F. Daley, Vice President

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

SCHEDULE II

CLEARWIRE TECHNOLOGIES, INC.

OFFICERS

<u>Name and Office</u>	<u>Address</u>
James Gero, Chairman	11900 North Anna Cade Road Rockwall, TX 75087
Brian E. Nerney, President and Chief Executive Officer	2000 E. Lamar Blvd., Suite 730 Arlington, TX 76006
Joseph R. Mannes, Assistant Secretary and Chief Financial Officer	2000 E. Lamar Blvd., Suite 730 Arlington, TX 76006
Thomas F. Daley Vice President, General Counsel and Secretary	P.O. Box 850 Buffalo, NY 14225

DIRECTORS

<u>Name</u>	<u>Address</u>
Paul Jacobs	1011 Rabbit Ear Pass Victor, NY 14564
Marshall B. Payne	500 Crescent Court, Suite 250 Dallas, TX 75201
William E. Romans	30 Wilson Road Buffalo, NY 14221-7082
Edward W. Rose	500 Crescent Court, Suite 250 Dallas, TX 75201
Morton L. Topfer	One Dell Way Round Rock, TX 78682

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLEARWIRE TECHNOLOGIES, 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 SECOND DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
00 NOV -3 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
00 NOV -3 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 0771859

DATE: 11-02-00