

CT CORPORATION SYSTEM

# F010000000891

CORPORATION(S) NAME

AirCell, Inc.

FILED  
01 FEB 15 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <i>Qualification</i>                         | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

2/15/01

Order#: 3570054

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

*JMS*

*1312*  
*2/15*

300003705543-8  
-02/15/01-01032-023  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**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. AirCell, 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. 75-2399562  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 01/11/1991 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1172 Century Drive #B-280, Louisville, CO 80027  
(Principal office address)
- same  
(Current mailing address)

8. TELECOMMUNICATION SERVICES  
(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  
(City) (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: Christen Noakes  
(Registered agent's signature)

Christen Noakes, Special Asst.  
Vice President

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: SEE ATTACHMENT

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. Todd S. Londa  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. TODD S. LONDA, SECRETARY/CFO  
(Typed or printed name and capacity of person signing application)

## AirCell, Inc. Additional Information

### VII. Specific Corporate Purposes

The mission of AirCell, Inc. is to provide reliable cellular telephone equipment and service to the general aviation industry while in flight or on the ground.

### VIII. Officer and Director Information

OFFICERS	
Jim Stinchelfer, President/CEO 1172 Century Drive, Suite B-280 Louisville, CO 80027	Gcoff Hoppe, VP - Sales & Marketing 1172 Century Drive, Suite B-280 Louisville, CO 80027
Ken Jochim, VP - Operations 1172 Century Drive, Suite B-280 Louisville, CO 80027	Bill Gordon, VP - Government Affairs 1101 17 <sup>th</sup> Street NW Washington, DC 20036
BOARD OF DIRECTORS	
Larry Becker Becker Capital Management, Inc. 7102 La Vista Place, Suite 100 Longmont, Colorado 80503	William Becker Becker Capital Management West Bay Road Georgetown, West Cayman Islands British West Indies
Anne Bingham 600 E. Las Colinas Boulevard Suite 1900 Irving, Texas 75039	Jack Blumenstein, Chairman Blumenstein/Thorne Information Partners 270 E. Westminster, 2 <sup>nd</sup> Floor Lake Forest, Illinois 60045
Oakleigh Thorne Blumenstein/Thorne Information Partners 270 E. Westminster, 2 <sup>nd</sup> Floor Lake Forest, Illinois 60045	Joseph DiSabato Goldman Sachs 85 Broad Street New York, New York 10004
J. B. Pritzker New World Equities, Inc. 1603 Orrington Avenue, Suite 1070 Evanston, Illinois 60201	Jimmy Ray 3355 Juanita Drive Denison, Texas 75020
Francis Wheeler, Assistant Secretary Holine, Roberts & Owen 1700 Lincoln Street, Suite 4100 Denver, Colorado 80203-4541	

sf

11/1/00

*State of Delaware*  
*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIRCELL, 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 NINTH DAY OF FEBRUARY, 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 TAX HAVE BEEN PAID TO DATE.

FILED  
FEB 10 2 26 PM  
SECRETARY OF STATE  
DELAWARE

2692227 8300

010066964



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0964891

DATE: 02-09-01