2006 FOR PROFIT CORPORATION ANNUAL REPORT

Feb 15, 2006 8:00 am Secretary of State DOCUMENT # F01000000891 02-15-2006 90035 037 ***150.00 1. Entity Name AIRCELL, INC. Principal Place of Business Mailing Address 60015988 1172 CENTURY DRIVE, #B-280 1172 CENTURY DRIVE, #B-280 LOUISVILLE, CO 80027 LOUISVILLE, CO 80027 01252006 No Chg-P CR2E034 (11/05) DO NOT WRITE IN THIS SPACE Applied For 4. FEI Number 75-2399562 Not Applicable \$8.75 Additional 5. Certificate of Status Desired Fee Required 6. Name and Address of Current Registered Agent C T CORPORATION SYSTEM DO NOT WRITE 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324 IN THIS SPACE 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. Signature, typed or printed name of registered agent and title if applicable (NOTE: Recistered Agent signature required when reinstating) DATE \$5.00 May Be 9. Election Campaign Financing FILE NOW!!! FEE IS \$150.00 Trust Fund Contribution. After May 1, 2006 Fee will be \$550.00 Added to Fees 10. OFFICERS AND DIRECTORS TITLE CFO BLUMENSTEIN, JACK W NAME 1172 CENTURY DRIVE, #B-280 STREET ADDRESS LOUISVILLE, CO 80027 CITY-ST-ZIP VPF TITLE CRUZ, JOE NAME 1172 CENTURY DRIVE, #B-280 STREET ADDRESS CITY-ST-ZIP LOUISVILLE, CO 80027 TITLE LONDA, TODD S NAME STREET ADDRESS 1172 CENTURY DRIVE B-280 DO NOT WRITE LOUISVILLE, CO 80027 CITY-ST-ZIP TITLE IN THIS SPACE NAME PELTOLA, BILL 1172 CENTURY DRIVE B-280 STREET ADDRESS CITY-ST-ZIP LOUISVILLE, CO 80027 TITLE SCHIFF, PETER 405 UNDERHILL BLVD STREET ADDRESS CITY-ST-ZIP SYOSSET, NY 117913919

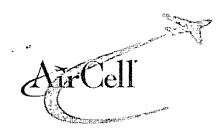
12. I hereby certify that the information supplied with this filing does not quality for the exemptions contained in Chapter 119, Florida Statutes. I turther certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

STREET ADDRESS

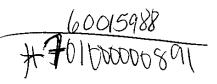
PIERREPONT, SETH 845 ALEXANDER RD

PRINCETON, NJ 08540

FILED



ATTACHMENT



1172 Century Dr. Suite 280, Building B Louisville, CO 80027 VOICE: 303.379.0200 FAX: 303.379.0201

Board of Directors

Jack Blumenstein (chairman)

AirCell, Inc. 1172 Century Drive Suite B – 280 Louisville, CO 80027 December 1996 - Present

Robert L. Crandall

The Towers at William Square 5215 North O'Connor, Suite 1775 Irving, Texas 75039

September 2003 - Present

Seth Pierrepont

Sycamore Venture 845 Alexander Road Princeton, NJ 08540 July 2001 - Present

Jimmy Ray

3355 Juanita Drive Denison, Texas 75020 1991 - Present

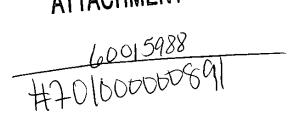
Peter Schiff

Northwood Ventures 485 Underhill Blvd. Syosset, NY 11791-3419 March 2003 - Present

Oakleigh Thorne

eCollege Building 4900 S. Monaco Street Denver, CO 80237 March 2003 - Present

ATTACHMENT





Executive Officers

AirCell, Inc. 1172 Century Drive Suite B – 280 Louisville, CO 80027 (303) 379-0200 (303) 379-0201

Jack Blumenstein

Chairman and CEO

Joe Cruz

Vice President, Engineering Chief Technology Officer

Bill Gordon

Vice President, Regulatory Affairs

Todd Londa

Vice President, Finance & Administration

Chief Financial Officer

Bill Peltola

Vice President, Sales & Marketing

Andy Geist

Vice President, Sales