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NOWALSKY, BRONSTON & GOTHARD

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Monica Borne Haab  
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Bruce C. Betzer

January 2, 2001

Florida Secretary of State  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**Re: Universal Broadband Communications, Inc.**

Dear Sir:

Enclosed for filing please find an original and one conformed copy of the Transmittal Letter, Application by Foreign Corporation for Authorization to Transact Business in Florida, a good standing certificate and a check in the amount of \$78.75 to cover the cost of filing.

Please return all correspondence in the above referenced matter to my attention.

Thank you in advance for your assistance in this matter.

Sincerely,

  
Sheree G. West

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enclosure

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## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Universal Broadband Communications, Inc.  
(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:

Sheree G. West  
(Name of Person)

Nowalsky, Bronston & Gothard, APLLC  
(Firm/Company)

3500 North Causeway Blvd., Suite 1442  
(Address)

Metairie, Louisiana 70002  
(City/State and Zip code)

For further information concerning this matter, please call:

Sheree G. West at ( 504 ) 832-1984  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration 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 checked="" type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy |
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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. Universal Broadband Communications, 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. Nevada 3. 33-0930198  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 8, 2000 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. 18200 Von Karman Avenue, 10th Floor, Irvine, CA 92612  
(Principal office address)  
18200 Von Karman Avenue, 10th Floor, Irvine, CA 92612  
(Current mailing address)
8. The sale of telecommunications services and products.  
(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: NRAI Services, Inc.  
Office Address: 526 E. Park Avenue  
Tallahassee, Florida 32301  
(City) (Zip code)

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**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.*

NRAI Services, Inc.

\_\_\_\_\_  
(Registered agent's signature)

see attached

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: \_\_\_\_\_

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

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

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

Director: Mark Ellis

Address: 18200 Von Karman Avenue, 10th Floor, Irvine, CA 92612

Director: Harold Stokes

Address: 18200 Von Karman Avenue, 10th Floor, Irvine, CA 92612

**B. OFFICERS**

President: Mark Ellis

Address: 18200 Von Karman Avenue, 10th Floor, Irvine, CA 92612

Vice President: \_\_\_\_\_

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

Secretary: Mark Ellis

Address: 18200 Von Karman Avenue, 10th Floor, Irvine, CA 92612

Treasurer: Mark Ellis

Address: 18200 Von Karman Avenue, 10th Floor, Irvine, CA 92612

**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. Mark Ellis, President

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

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TALAMON, SCOTT  
TALAMON, SCOTT

## ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

NRAI Services, Inc. having been named as registered agent and to accept service of process for the aforementioned corporation at the place designated in this application, hereby accepts the appointment as registered agent and agrees to act in this capacity. NRAI Services, Inc. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and NRAI Services, Inc. is familiar with and accepts the obligations of its position as registered agent.

Dated:

NRAI Services, Inc.

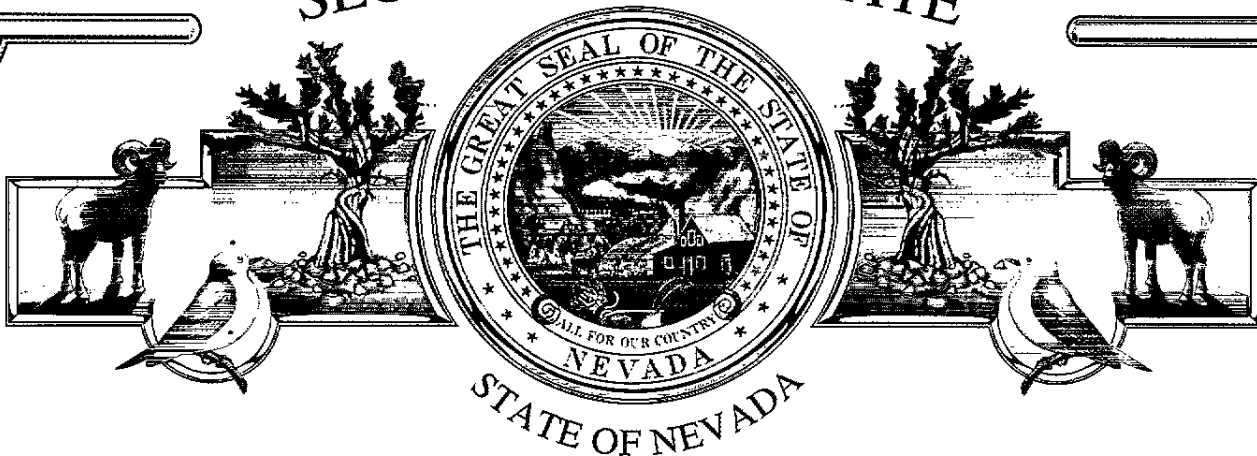


Charles A. Coyle - Assistant Secretary

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TALLAHASSEE, FLORIDA

Florida

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **UNIVERSAL BROADBAND COMMUNICATIONS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 8, 2000, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, Carson City, Nevada, on December 20, 2001.

*Dean Heller*

DEAN HELLER  
Secretary of State

By

*Wita Hushon*

Certification Clerk

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