

FO2000003303

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

PH: (850) 668-4318 FX: (850) 668-3398

DATE: 06-25-02

ACCOUNT NO: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

FILED
02 JUN 26 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TYPE OF FILING: AUTHORIZATION TO TRANSACT BUSINESS

NAME: RENTCELL, INC.

AL

SPECIAL INSTRUCTIONS: RETURN GOOD STANDING
CERTIFICATE

\$78.75

RECEIVED
02 JUN 26 PM 3:45
SECRETARY OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

100006051611-18

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. Rentcell 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/27/99 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. 410 West Nine Mile Road, Suite 1586, Pensacola FL 32534
(Principal office address)

(Current mailing address)

8. Rental and Sale of Telecommunication 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: Florida Filing & Search Services, Inc.

Office Address: 1333 North Duval Street

Tallahassee, Florida 32303
(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.

Abbie P. Hodge

(Registered agent's signature)

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: Jeff BRAHM

Address: 410 west Nine Mile Road, Suite 1586
Pensacola FL 32534

Vice Chairman: Jeff BRAHM

Address: Same

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: Jeff BRAHM

Address: Same

Vice President: Jeff BRAHM

Address: Same

Secretary: Jeff BRAHM

Address: Same

Treasurer: Jeff BRAHM

Address: Same

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

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

14. Jeff BRAHM, President
(Typed or printed name and capacity of person signing application)

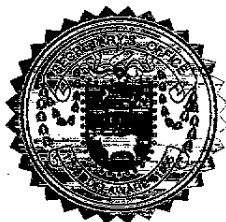
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RENTCELL 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 TWENTY-FIFTH DAY OF JUNE, A.D. 2002.

FILED
02 JUN 26 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3149145 8300

AUTHENTICATION: 1850501

020409426

DATE: 06-25-02