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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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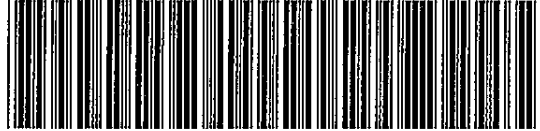
(Business Entity Name)

(Document Number)

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J. BRYAN MAR 14 2003

CT CORPORATION SYSTEM

March 14, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

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TALLAHASSEE, FLORIDA

Re: Order #: 5751559 WO
Customer Reference 1: Wireless Qualifications
Customer Reference 2: Wireless Qualifications

Dear Secretary of State, Florida:

Please file the attached:

Wireless Retail Management Company (AZ)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Katrina Forsman
Fulfillment Specialist
Katrina_Forsman@cch-lis.com

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

**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. Wireless Retail Management Company
(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. Arizona 3. 33-1036033
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/31/2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1/1/2003
(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. 8800 E. Chaparral Rd., Suite 300, Scottsdale, AZ 85250
(Principal office address)

same
(Current mailing address)

Management and all manner of activity thereto.

8. _____
(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.

C T Corporation System

By: [Signature] Asst. Secy.
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: J. Dan McMahan

Address: 8800 E. Chaparral Rd., Suite 300

Scottsdale, AZ 85250

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHMENT

President: J. Dan McMahan

Address: 8800 E. Chaparral Rd., Suite 300

Scottsdale, AZ 85250

Vice President: _____

Address: _____

Secretary: J. Dan McMahan

Address: 8800 E. Chaparral Rd., Suite 300 Scottsdale, AZ 85250

Treasurer: Glenn Cantrell

Address: 8800 E. Chaparral Rd., Suite 300 Scottsdale, AZ 85250

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. J. Dan McMahan, President

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

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Attachment to Florida
Officers & Directors

-
1. Full Name: J. Dan McMahan
Officer/Director: Officer, Director
Officer's Title: CEO, Pres. & Secy.
Director's Title: Other Director
Business Address: 8800 E. Chaparral Rd., Suite 300
City: Scottsdale
State: AZ
ZIP Code: 85250
2. Full Name: Salvatore DiPiazza
Officer/Director: Officer
Officer's Title: Chief Operating Officer
Business Address: 8800 E. Chaparral Rd., Suite 300
City: Scottsdale
State: AZ
ZIP Code: 85250
3. Full Name: Glenn Cantrell
Officer/Director: Officer
Officer's Title: Chief Financial Officer & Treas.
Business Address: 8800 E. Chaparral Rd., Suite 300
City: Scottsdale
State: AZ
ZIP Code: 85250
4. Full Name: R. Chris McMahan
Officer/Director: Officer
Officer's Title: Chief Information Officer
Business Address: 8800 E. Chaparral Rd., Suite 300
City: Scottsdale
State: AZ
ZIP Code: 85250

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TALLAHASSEE, FLORIDA

STATE OF ARIZONA



Office of the CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****WIRELESS RETAIL MANAGEMENT COMPANY*****

a domestic corporation organized under the laws of the State of Arizona, did incorporate on December 31, 2002.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 13th Day of March, 2003, A. D.



EXECUTIVE SECRETARY

BY:

Jeffrey A. Baker

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