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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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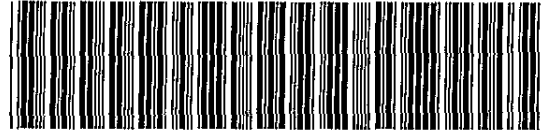
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS

FO3-2613
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 105165 7763A
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 70.00

ORDER DATE : May 23, 2003

ORDER TIME : 10:19 AM

ORDER NO. : 105165-005

CUSTOMER NO: 7763A

CUSTOMER: Todd Slamowitz, Esq
Lukas Nace Gutierrez & Sachs
Suite 1200
1111 19th Street, N.W.
Washington, DC 20036-3603

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FOREIGN FILINGS

NAME: NEXTWAVE WIRELESS INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

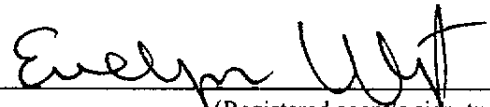
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. NextWave Wireless 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. 6-3-96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Certification
(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. 411 West Putnam Ave., 2nd Floor Greenwich, CT 06830
(Principal office address)

(Current mailing address)
8. Wireless Telecommunications
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.



(Registered agent's signature)
Evelyn Wright/Authorized Representative

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached Exhibit

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See Attached Exhibit

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. Michael R. Wack
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael R. Wack, Senior Vice President
(Typed or printed name and capacity of person signing application)

Exhibit - Officers & Directors

I. Name and Address of Directors

Allen B. Salmasi

Office: Chairman of the Board, Chief Executive Officer & President

Business Address: 411 West Putnam Avenue, 2nd Floor, Greenwich, CT 06830

Kevin M. Finn

Office: Vice President, Network Planning and Development

Business Address: 11500 S. Eastern Avenue, Henderson, NV 89052

The Honorable William H. Webster

Business Address: Milbank Tweed Hadley & McCloy LLP, 1825 Eye Street, NW,
Suite 1100, Washington, DC 20006

Allan E. Puckett

Business Address: 411 West Putnam Avenue, 2nd Floor, Greenwich, CT 06830

II. Name and Address of Officers

Allen B. Salmasi

Office: Chairman of the Board, Chief Executive Officer & President

Business Address: 411 West Putnam Avenue, 2nd Floor, Greenwich, CT 06830

Kevin M. Finn

Office: Senior Vice President, Commercial Deployment

Business Address: 11500 S. Eastern Avenue, Henderson, NV 89052

Frank A. Cassou

Office: Executive Vice President, Corporate Development and General Counsel;
Secretary

Business Address: 411 West Putnam Avenue, 2nd Floor, Greenwich, CT 06830

Roy D. Berger

Office: Senior Vice President, Marketing

Business Address: 411 West Putnam Avenue, 2nd Floor, Greenwich, CT 06830

Michael R. Wack

Office: Senior Vice President, Regulatory Affairs and Deputy General Counsel

Business Address: 601 13th Street, N.W., Suite 320, Washington, DC 20004

James S. Madsen

Office: Senior Vice President, Strategic Relations

Business Address: 11500 S. Eastern Avenue, Henderson, NV 89052

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Brian E. Montgomery
Office: Senior Vice President, Chief Technology Officer
Business Address: 11500 S. Eastern Avenue, Henderson, NV 89052

David B. Needham
Office: Senior Vice President, Chief Operating Officer
Business Address: 11500 S. Eastern Avenue, Henderson, NV 89052

R. Andrew Salony
Office: Senior Vice President, Business Development/Chief Human Resource Officer
Business Address: 11500 S. Eastern Avenue, Henderson, NV 89052

George C. Alex
Office: Senior Vice President, Finance
Business Address: 411 West Putnam Avenue, 2nd Floor, Greenwich, CT 06830

Linda Woolcott
Office: Vice President, Legal Counsel
Business Address: 11500 S. Eastern Avenue, Henderson, NV 89052

Alan Cameron
Office: Vice President, Engineering and Operations
Business Address: 11500 S. Eastern Avenue, Henderson, NV 89052

Melanie Cava
Office: Vice President, Customer Operations
Business Address: 11500 S. Eastern Avenue, Henderson, NV 89052

Curt Schbauch
Office: Vice President, RF Planning
Business Address: 11500 S. Eastern Avenue, Henderson, NV 89052

Ben Martello
Office: Vice President, Operations Finance
Business Address: 11500 S. Eastern Avenue, Henderson, NV 89052

Jeff Wagner
Office: Vice President, Tax Planning
Business Address: 11500 S. Eastern Avenue, Henderson, NV 89052

Roseann Rustici
Office: Vice President, Development & Finance
Business Address: 411 West Putnam Avenue, 2nd Floor, Greenwich, CT 06830

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Delaware

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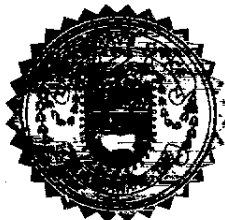
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXTWAVE WIRELESS 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-THIRD DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEXTWAVE WIRELESS INC." WAS INCORPORATED ON THE THIRD DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2630032 8300

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AUTHENTICATION: 2433929

DATE: 05-23-03