

**F03000000 3638**

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From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
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**FOREIGN PROFIT QUALIFICATION**

CellExchange, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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DIVISION OF CORPORATIONS

**F03-3638**  
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**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. CellExchange, 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. 04-3377810  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 27, 1997 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 §17.155, F.S.)
7. 219 Vassar Street, Cambridge, MA 02139  
(Principal office address)  
219 Vassar Street, Cambridge, MA 02139  
(Current mailing address)
8. Software development consulting  
(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: CT 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.*  
CT Corporation System  
By: TRACI HOUCK  
SPECIAL ASSISTANT SECRETARY  
(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: Sundar SubramaniamAddress: 75-83 Cambridge Parkway, Apt. 100Cambridge, MA 02139

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

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

Director: Bhaskar PanigrahiAddress: 26 Southwood DriveSouthborough, MA 01772Director: Krish NangegaddeAddress: 1083 Highland StreetHolliston, MA 01746**B. OFFICERS**President: Krish NangegaddeAddress: 1083 Highland StreetHolliston, MA 01746

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

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

Secretary: Bhaskar PanigrahiAddress: 26 Southwood Drive, Southborough, MA 01772Treasurer: Krish NangegaddeAddress: 1083 Highland Street, Holliston, MA 01746**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. Bhaskar Panigrahi

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

14. BHASKAR PANIGRAHI, CEO

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

# Delaware

*The First State*

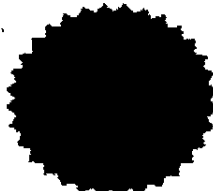
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CELLEXCHANGE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JULY, A.D. 2003.

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

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

2763501 8300

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2539089

DATE: 07-21-03

TOTAL P.04  
TOTAL P.04