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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

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

TSL (DE) Corp.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

APPROVED
AND
FILED
04 JAN 16 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FL 32311

RECEIVED
04 JAN 16 PM 12:04
DIVISION OF CORPORATIONS

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Handwritten: 1-16-04

**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. TSL (DE) Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.").

N/A

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 45-0530830

(FEI number, if applicable)

4. January 5, 2004

(Date of incorporation)

5. Perpetual

(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. 500 Lanidex Plaza, 3rd Floor, Parsippany, NJ 07054

(Principal office address)

Same as above

(Current mailing address)

8. Wireless rate plan optimization

(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

(City)

, Florida

33324

(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: 

(Registered agent's signature)

ANN J. WILLIAMS
Assistant Vice President

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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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A. DIRECTORS - See Schedule A attached

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS - See Schedule A attached

President: _____

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. _____

(Signature of Director or Officer listed in number 12 of the application)

14. **Ed Daniels - Assistant Secretary**

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

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SECRETARY OF THE
NATIONAL ASSOCIATION

APPROVE
AND
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SCHEDULE A

TSL (DE) CORP.

DIRECTORS AND OFFICERS

DIRECTORS

NAME	ADDRESS
Richard W. Smith	500 Lanidex Plaza, 3 rd Floor Parsippany, NJ 07054
Ethan D. Ayer	500 Lanidex Plaza, 3 rd Floor Parsippany, NJ 07054
David Walsh	500 Lanidex Plaza, 3 rd Floor Parsippany, NJ 07054
Salvator Tirabassi	500 Lanidex Plaza, 3 rd Floor Parsippany, NJ 07054
Charles Auster	500 Lanidex Plaza, 3 rd Floor Parsippany, NJ 07054

OFFICERS

NAME	TITLE	ADDRESS
Richard W. Smith	President and Chief Executive Officer	500 Lanidex Plaza, 3 rd Floor Parsippany, NJ 07054
Ethan D. Ayer	Vice President, Chief Financial Officer and Secretary	500 Lanidex Plaza, 3 rd Floor Parsippany, NJ 07054
Ed Daniels	Assistant Secretary	500 Lanidex Plaza, 3 rd Floor Parsippany, NJ 07054

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AND
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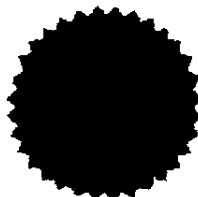
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TSL (DE) CORP." 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 FOURTEENTH DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2870117

DATE: 01-14-04