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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

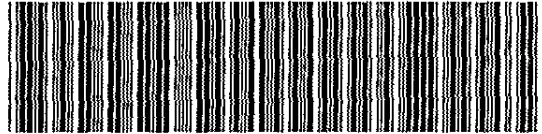
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: INCODE TELECOM GROUP, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ramona C. Hark

(Name of Person)

Incode Telecom Group, Inc.

(Firm/Company)

9645 Scranton Rd., Suite 110

(Address)

San Diego, CA 92121

(City/State and Zip code)

For further information concerning this matter, please call:

Ramona C. Hark

(Name of Person)

at (858) 550-1170

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|--|--|---|---|

**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. INCODE TELECOM GROUP, INC.

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

(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. 77-0486039

(FEI number, if applicable)

4. March 5, 2001

(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. 9645 Scranton Rd. Suite 110, San Diego, CA 92121

(Principal office address)

9645 Scranton Rd. Suite 110, San Diego, CA 92121

(Current mailing address)

8. Provide consulting services to the wireless industry.

(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: **NRAI SERVICES, INC.**

Office Address: **526 EAST PARK AVENUE**

TALLAHASSE

(City)

, Florida **32301**

(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.

Kathleen Vians - 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:

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A. DIRECTORS

Chairman: **Director: John Donovan**

Address: **9645 Scranton Rd. Suite 110**

San Diego, CA 92121

~~Vice Chairman:~~ **Director: Perry LaForge**

Address: **650 Town Center Drive, #850, Costa Mesa, CA 92626**

Director: **Doug Leone**

Address: **3000 Sandhill Road, Bldg 4 #280**

Menlo Park, CA 94025

Director: **John Drew**

Address: **1215 Insbrook Dr.**

Sunnyvale, CA 94089

B. OFFICERS

President: **John Donovan**

Address: **9645 Scranton Rd. Suite 110**

San Diego, CA 92121

Vice President: **& Chief Financial Officer: Richard Davidson**

Address: **9645 Scranton Rd., Suite 110**

San Diego, CA 92121

Secretary: **Richard Davidson**

Address: **9645 Scranton Rd., Suite 110, San Diego, CA 92121**

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. **Richard Davidson, Vice President/Chief Financial Officer**

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

Delaware

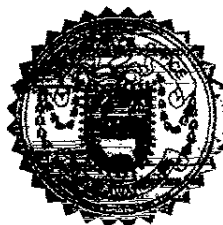
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INCODE TELECOM GROUP, 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 TWELFTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INCODE TELECOM GROUP, INC." WAS INCORPORATED ON THE FIFTH DAY OF MARCH, A.D. 2001.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2986748

DATE: 03-12-04