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FLORIDA DEPARTMENT OF STATE Division of Corporations

October 5, 2010

INCODE TELECOM GROUP, INC. 1081 CAMINO DEL RIO SO. SUITE 107 SAN DIEGO, CA 92108

SUBJECT: INCODE TELECOM GROUP, INC.

REF: F04000001750

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filling cover sheet.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Algritton 類数 Specialist II

FAX Aud. #: H10000218696 Letter Number: 710A00023582



H100002186963

PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

APPLICATION	OK AULDOKIZALI		(1C1 D0011,200 pt 1 2 10 1
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(Signature of a directe	or, president or other officer - if	in the hands	
of a receiver or other	court appointed fiduciary, by th	at fiduciary)	
Parr	iona C. Hark	•	Vice President
(Typed or printed	name of person signing)		
,.,, Fritter			(serie ne heroou signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "INCODE TELECOM GROUP,
INC.", FILED A RESTATED CERTIFICATE, CHANGING ITS NAME TO
"INCOMPASS WIRELESS, INC.", THE THIRTIETH DAY OF AUGUST, A.D.
2010, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID

CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF

DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE

EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE

RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT

BUSINESS.

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You may varify this certificate online at corp. delawara. gov/authwar, shtml

Jeffrey W. Bullock, Sacretary of State

AUTHENTYCATION: 8238401

DATE: 09-21-10