

F04000003002

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

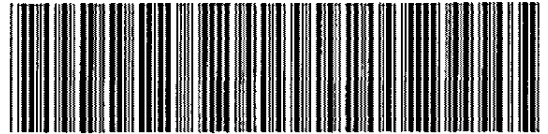
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

BR



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 691939 7434948
AUTHORIZATION : Patricia Pigute
COST LIMIT : \$ 70.00

FILED
04 MAY 28 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 27, 2004
ORDER TIME : 10:12 AM
ORDER NO. : 691939-020
CUSTOMER NO: 7434948
CUSTOMER: Mr. Vern Wood
Clearwire Corporation
Suite 210
10210 Ne Points Dr.
Kirkland, WA 98033

FOREIGN FILINGS

NAME: CLEARWIRE CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
MAY 28 PM 11:13
SECRETARY OF STATE
TALLAHASSEE, 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. Clearwire Corporation

(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. 56-2408571

(FEI number, if applicable)

4. 10/27/2003

(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. 10210 NE Points Dr. NE, Suite 210, Kirkland, WA 98033

(Principal office address)

same as above

(Current mailing address)

8. Wireless Internet Service

(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

(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.

Corporation Service Company

(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

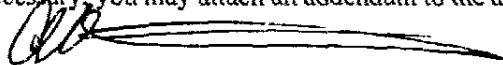
Secretary: _____

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. Clark Peterson, President
(Typed or printed name and capacity of person signing application)

**Clearwire Corporation
Officers**

Craig O. McCaw
CEO
2300 Carillon Point
Kirkland, WA 98033

Date taking office: 11/5/2003
SS#: 531-46-8851

Clark Peterson
President
10210 NE Points Dr. Suite 210
Kirkland, WA 98033

Date taking office: 1/27/2004
SS#: 530-60-8670

R. Gerard Salemme
Secretary
2000 Pennsylvania Ave. NW
Washington, DC 20006

Date taking office: 11/5/2003
SS#: 014-44-5355

Rob Mechaley
Vice President
2300 Carillon Point
Kirkland, WA 98033

Date Taking Office: 1/27/2004
SS#: 504-60-2074

Directors:

Craig O. McCaw
2300 Carillon Point
Kirkland, WA 98033

R. Gerard Salemme
2000 Pennsylvania Ave. NW
Washington, DC 20006

Nicholas Kauser
2300 Carillon Point
Kirkland, WA 98033

Delaware

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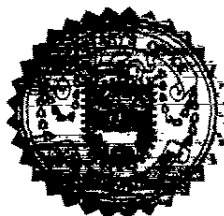
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLEARWIRE CORPORATION" 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-SEVENTH DAY OF MAY, A.D. 2004.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CLEARWIRE CORPORATION" WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3720220 8300

040396289

AUTHENTICATION: 3138934

DATE: 05-27-04