

F04000006741

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

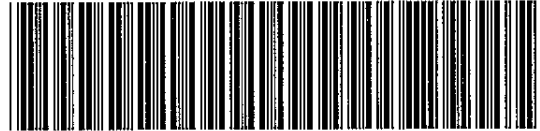
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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01/09/06--90041--016 **185.00

FILED
06 JAN 17 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15
01/11/06

ATTACHMENT 60000285
#F04000006741
COVER LETTER

TO: Amendment Section
Division of Corporations

(Formerly ATI Wireless, Inc.)

SUBJECT: Petroleum Communications Holdings, Inc.
(Name of Corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Edward A. Brunskele
(Name of Contact Person)

(Firm/Company)

448 Ignacio Blvd. Suite 330
(Address)

Novato, CA 94949
(City/State and Zip Code)

For further information concerning this matter, please call:

Tedd Dumas at (415) 3166-7376
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35.00 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

CT CORPORATION

January 11, 2006

Karen Gibson
Florida Secretary of State
Clifton Building
2661 Executive Center Circle
Tallahassee FL 32301

FOREIGN
NEED APPLICATION

Re: Order #: 6546483 SO
Customer Reference 1:
Customer Reference 2:

Dear Karen Gibson:

Per your instructions, enclosed are the following document(s) as issued by the referenced jurisdiction(s):

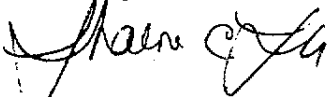
Petroleum Communication Holdings, Inc. (DE)
Obtain Document - Misc - Certificate re Name Chagne from AIT Wireless, Inc. to
Petroleum Communication Holdings, Inc.
Delaware

If you have any questions concerning this order, please contact:

Victor S Alfano
Houston Corporate Team 1
Phone: (866) 293-2156
Email: Victor.Alfano@wolterskluwer.com

Thank you for this opportunity to be of service.

Sincerely,



Shauna C Lee
Wilmington Fulfillment Team 4
Shauna.Lee@wolterskluwer.com

Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801
Tel. 866 809 1134
Fax 302 655 4480

ATTACHMENT10000285
#F64000066741
PROFIT CORPORATION**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**
(Pursuant to s. 607.1504, F.S.)**SECTION I**
(1-3 MUST BE COMPLETED)

(Document number of corporation (if known))

1. AIT Wireless, Inc.
(Name of corporation as it appears on the records of the Department of State)2. North Carolina
(Incorporated under laws of)3. _____
(Date authorized to do business in Florida)FILED
06 JAN 17 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**SECTION II**
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)4. If the amendment changes the name of the corporation, when was the change effected under the laws of
its jurisdiction of incorporation? July, 20055. Petroleum Communication Holdings, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or
appropriate abbreviation, if not contained in new name of the corporation)NA
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting
business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

(Signature of director, president or other officer - if in the hands
of a receiver or other court appointed fiduciary, by that fiduciary)Edward A. Brinskele
(Typed or printed name of person signing)CEO

(Title of person signing)

1/05/2006

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "AIT WIRELESS, INC.", CHANGING ITS NAME FROM "AIT WIRELESS, INC." TO "PETROLEUM COMMUNICATION HOLDINGS, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF SEPTEMBER, A.D. 2005, AT 8 O'CLOCK A.M.



3124668 8100

060030154

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4441909

DATE: 01-11-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:00 AM 09/02/2005
FILED 08:00 AM 09/02/2005
SRV 050724966 - 3124668 FILE

**AMENDED AND RESTATED CERTIFICATE OF
INCORPORATION
OF
AIT WIRELESS, INC.**

FIRST:

AIT Wireless, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware was originally incorporated pursuant to the General Corporation Law of the State of Delaware on November 12, 1999, under the name of Magdotcom Corporation.

SECOND:

The Certificate of Incorporation of the Corporation is hereby amended and restated to read as follows:

ARTICLE I

The name of the corporation is Petroleum Communication Holdings, Inc.

ARTICLE II

The address, including street, number, city and county of the Corporation's registered office in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is the The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law ("DGCL").

ARTICLE IV

The corporation is authorized to issue two classes of stock designated "Common Stock" and "Preferred Stock" respectively.

A. Common Stock

The number of authorized shares of Common Stock is 1,500,000,000 with a par value of \$.0001. Each holder of the Common Stock of the corporation shall be entitled to one vote for every share of Common Stock outstanding in his name on the books of the corporation. Except as may be provided by the laws of the State of Delaware, the holders of Common Stock shall have exclusively all other rights of stockholders including, without limitation (i) the right to receive dividends, when

and as declared by the Board of Directors out of assets legally available therefor, and (ii) in the event of any distribution of assets upon liquidation, dissolution or winding up of the corporation or otherwise, the right to receive ratably and equally with all holders of all Common Stock all the assets and funds of the corporation.

B. Preferred Stock

The number of authorized shares of Preferred Stock is 500,000,000 with a par value of \$.0001. The designations and the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of the shares of each class of stock are as follows:

The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series, each of which shall have such distinctive designation or title as shall be fixed by the Board of Directors of the Corporation prior to the issuance of any shares thereof. The description of shares of Preferred Stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption shall be as set forth in resolutions adopted by the Board of Directors prior to the issuance of any shares thereof pursuant to the authority hereby expressly vested in the Board of Directors all in accordance with the laws of the state of Delaware. Certificates of Designation shall be filed as required by law with respect to issuance of such Preferred Stock, prior to the issuance of any shares of Preferred Stock.

The Board of Directors is expressly authorized, at any time, by adopting resolutions providing for the issuance of, dividing of such shares into series or providing for a change in the number of, shares of any Preferred Stock and, if and to the extent from time to time required by law, by filing Articles of Amendment which are effective without Shareholder action to increase or decrease the number of shares included in the Preferred Stock, but not below the number of shares then issued, and to set or change in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of Preferred Stock. Notwithstanding the foregoing, the Board of Directors shall not be authorized to change the rights of holders of the Common Stock of the Corporation to vote one vote per share on all matters submitted for shareholder action. The authority of the Board of Directors with respect to the Preferred Stock shall include, but not be limited to, setting or changing the following:

1. the annual dividend rate, if any, on shares of Preferred Stock, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;
2. whether the shares of Preferred Stock shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;
3. the obligation, if any, of the Corporation to redeem shares of Preferred Stock pursuant to a sinking fund;
4. whether shares of Preferred Stock shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions of such conversion

or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

5. whether the shares of Preferred Stock shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;

6. the rights of the shares of Preferred Stock in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

7. any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to the Preferred Stock.

The shares of Preferred Stock of any one series shall be identical with each other in all respects except as to the dates from and after which dividends thereon shall cumulate, if cumulative.

ARTICLE V

A. Election of directors need not be by written ballot.

B. Whenever the holders of one or more classes or series of Preferred Stock shall have the right, voting separately, as a class or series, to elect directors, the election, term of office, filling of vacancies, removal and other features of such directorships shall be governed by the terms of the resolution or resolutions adopted by the Board of Directors pursuant to ARTICLE IV applicable thereto, and each director so elected shall not be subject to the provisions of this ARTICLE V unless otherwise provided herein.

ARTICLE VI

The Board of Directors is authorized to adopt, amend, or repeal By-Laws of the Corporation except as and to the extent provided in the By-Laws. Any By-Law made by the Board of Directors under the powers conferred hereby may be amended or repealed by the Board of Directors or the stockholders in the manner provided in the By-Laws. Notwithstanding the foregoing and anything contained in this Certificate of Incorporation to the contrary, Articles V and VI may not be amended or repealed by the stockholders, and no provision inconsistent therewith may be adopted by the stockholders, without the affirmative vote of at least 66 2/3% of the outstanding stock of all classes entitled to vote thereon.

ARTICLE VII

A. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action suit, or proceeding, whether civil, criminal, administrative, or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or any of its direct or indirect subsidiaries or is or was serving at the request of the Corporation as a director, officer, employee, or agent of any other corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnity"), whether the basis of such

proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee, or agent shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including attorneys' fees, judgments, fines, excise or other taxes assessed with respect to an employee benefit plan, penalties, and amounts paid in settlement) reasonably incurred or suffered by such indemnitee who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the indemnitee's heirs, executors, and administrators provided, however, that except as provided in Paragraph C of this Article VII with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

B. The right to indemnification conferred in Paragraph A of this Article VII shall include the right to be paid by the Corporation the expenses incurred in defending any proceeding for which such right to indemnification applicable in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the DGCL requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitations service to an employee benefit plan) shall be only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Article VII or otherwise.

C. The rights to indemnification and to the advancement of expenses conferred in Paragraphs A and B of this Article VII shall be contract rights. If a claim under Paragraphs A and B of this Article VII shall be contract rights. If a claim under Paragraph A or B of this Article VII is not paid in full by the Corporation within 60 days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be 20 days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by an indemnitee to enforce a right to an advancement of expenses) it shall be a defense that the indemnitee has not met any applicable standard for indemnification set forth in the DGCL, and (ii) any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that the indemnitee has not met any applicable standard for indemnification set forth in the DGCL, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or

by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article VII or otherwise, shall be on the Corporation.

D. The rights to indemnification and to the advancement of expenses conferred in this Article VII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this Certificate of Incorporation, By-law, agreement, vote of stockholders or disinterested directors, or otherwise.

E. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee, or agent of the Corporation or another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability, or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the DGCL.

F. The Corporation's obligation, if any, to indemnify any person who was or is serving as a director, officer, employee, or agent of any direct or indirect subsidiary of the Corporation or, at the request of the Corporation, of any other corporation or of a partnership, joint venture, trust or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, or other enterprise.

G. Any repeal or modification of the foregoing provisions of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VIII

No director of the Corporation shall be liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision does not eliminate the liability of the director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholder, (ii) for acts or omissions, not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code, or (iv) for any transaction from which the director derived an improper personal benefit. For purposes of the Prior sentence, the term "damages" shall, to the extent permitted by law, include without limitation, any judgment, fine, amount paid in settlement, penalty, punitive damages, excise or other tax assessed, including, without limitation, any of the foregoing incurred or assessed with respect to an employee benefit plan, or expense of any nature (including, without limitation, counsel fees and disbursements). Each person who serves as a director of the Corporation while this Article VIII is in effect shall be deemed to be doing so in reliance on the provisions of this Article VIII, and neither the amendment or repeal of this Article VIII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VIII, shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for, arising out of, based upon, or in connection with any acts or omissions of such director occurring prior to such amendment, repeal, or adoption of an inconsistent provision. The provisions of this Article VIII are cumulative, and shall be in addition to and independent of any and all other limitations on or eliminations of the liabilities of directors of the Corporation, as such,

whether such limitations or eliminations arise under or are created by any law, rule, regulation, By-law, agreement, vote of stockholders or disinterested directors, or otherwise.

ARTICLE IX

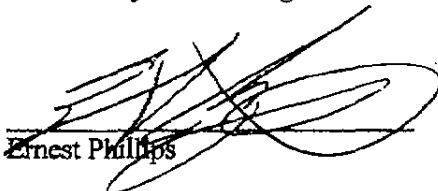
Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

* * * * *

THIRD:

In accordance with the provisions of Section 242 and 245 of the DGCL, the above amendment to the Certificate of Incorporation of the Corporation was adopted by unanimous written consent of the Board of Directors of the Corporation in accordance with Section 141 of the DGCL and by the holders of a majority of the outstanding shares of common stock by written consent in accordance with Section 228 of the DGCL and written notice of such was given by the Corporation, in accordance with said Section 228.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation was executed by the undersigned authorized officer of the Corporation on July 6, 2005.


Ernest Phillips