

# F05000002602

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

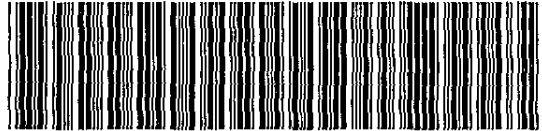
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05/02/05--01003--008 \*\*70.00

05/02/05--01003--009 \*\*8.75

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

05 APR 29 PM 4:42

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
05 APR 29 AM 10:02

FILED

CORPDIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

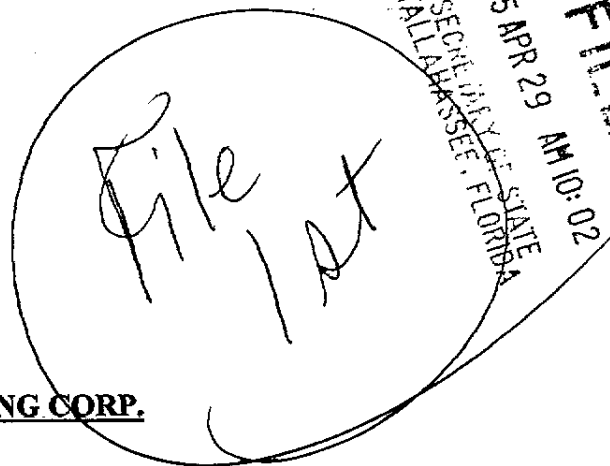
**FILING COVER SHEET**  
**ACCT. #FCA-14**

**CONTACT:** CINDY

**DATE:** 4-29-05

**REF. #:** 0438.37460

**CORP. NAME:** VELOCITA WIRELESS HOLDING CORP.



- |   |   |  |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION        | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                    | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                    | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION      |   |  |
| <input type="checkbox"/> OTHER:                           |   |  |

**STATE FEES PREPAID WITH CHECK#** 512424 & 512427 **FOR \$** 78.75

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

**PLEASE RETURN:**

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

RECEIVED  
05 APR 29 PM 4:41  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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.

FILED  
APR 28 AM 10:02  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

1. **VELOCITA WIRELESS HOLDING CORP.**

(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. (FEI number, if applicable)

4. **AUGUST 20, 2004**

(Date of incorporation)

5. **Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

6. **Upon filing**

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **10 WOODBRIDGE CENTER DRIVE**

**WOODBIDGE**

**NJ**

**07095**

(Principal office address)

(Current mailing address)

8. **GENERAL PARTNER OF A LIMITED PARTNERSHIP**

(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 **NOT** acceptable)

Name: **National Corporate Research, Ltd., Inc.**

Office Address: **103 N. Meridian 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.*



(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 EXHIBIT A

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: SEE EXHIBIT A

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

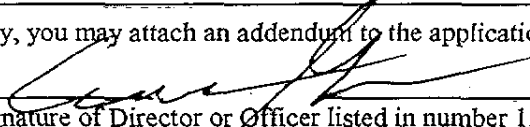
Secretary: \_\_\_\_\_

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. GEORGE PARISE SECRETARY

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

## VELOCITA WIRELESS HOLDING CORP.

## DIRECTORS AND OFFICERS

OFFICERS

Steve Mayer, President/Director	11812 San Vicente Blvd., Suite 300 Los Angeles, CA 90049
George Kollitides, Sr. V.P.	299 Park Avenue, 22 <sup>nd</sup> Floor New York, NY 10171
Bart Nichols, Treasurer/Director	136 Heber Avenue, Suite 206 P.O. Box 683130 Park City, UT 84060
George Parise, Secretary	10 Woodbridge Center Drive Woodbridge, NJ 07095
Paul Miller, V.P./Asst. Secretary	10 Woodbridge Center Drive Woodbridge, NJ 07095

DIRECTORS

Charles Nelson, Director	10 Woodbridge Center Drive Woodbridge, NJ 07095
Howard Cohen, Director	400 North Flagler, Suite 1205 West Palm Beach, FL 33401
Tim Price, Director	565 Benfield Road, 3 <sup>rd</sup> Floor Severna Park, MD 21146
Billy Cooper, Director	1660 Lincoln Street, #1900 Denver, CO 80264

# Delaware

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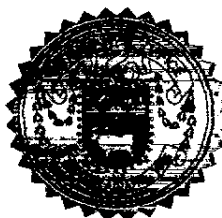
## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VELOCITA WIRELESS HOLDING 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 TWENTY-EIGHTH DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VELOCITA WIRELESS HOLDING CORP." WAS INCORPORATED ON THE TWENTIETH DAY OF AUGUST, 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.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3846318 8300

AUTHENTICATION: 3844893

050345083

DATE: 04-28-05