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TALLAHASSEE, FLORIDA

F05-5361
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Smartphones Technologies, Incorporated
(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:

Will G. Merrill Jr.
(Name of Person)

Smartphones Technologies
(Firm/Company)

6817 Southpoint Parkway, Suite 2401
(Address)

Jacksonville, FL 32216
(City/State and Zip code)

For further information concerning this matter, please call:

Will G. Merrill Jr. at (904) 388-6730 (cell)
(Name of Person) (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

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Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$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. Smartphones Technologies, Incorporated
(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 3. 75-3000872
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/04/2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. September 7th, 2005 or as soon after as our telephone system is installed
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 6817 Southpoint Parkway, Suite 2401, Jacksonville, FL 32216
(Principal office address)

(Current mailing address)

8. Mobile content publisher to wireless phones
(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: Will G. Merrill Jr.

Office Address: 6817 Southpoint Parkway, Suite 2401

Jacksonville, Florida 32216
(City) (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.

Will G. Merrill Jr.
(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: Michael F. Merrill

Address: 2468 Cedar Trace Dr.
Jacksonville, FL 32246

Vice Chairman: _____

Address: _____

Director: Will G. Merrill Jr.

Address: 108 Queens Way
Ponte Vedra Beach, FL 32082

Director: _____

Address: _____

B. OFFICERS

President: Michael F. Merrill

Address: 2468 Cedar Trace Dr.
Jacksonville, FL 32246

Vice President: Will G. Merrill Jr.

Address: 108 Queens Way
Ponte Vedra Beach, FL 32082

Secretary: Michael F. Merrill

Address: 2468 Cedar Trace Dr., Jacksonville, FL 32246

Treasurer: Michael F. Merrill

Address: 2468 Cedar Trace Dr., Jacksonville, FL 32246

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Will G. Merrill Jr.
(Signature of Director or Officer listed in number 12 of the application)

14. Will G. Merrill Jr., Vice President
(Typed or printed name and capacity of person signing application)

Delaware

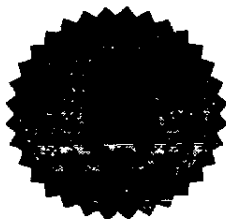
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMARTPHONES TECHNOLOGIES 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 ELEVENTH DAY OF AUGUST, A.D. 2005.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4084431

DATE: 08-11-05