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Division of Corporations
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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

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06 JAN 26 PM 12:01
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

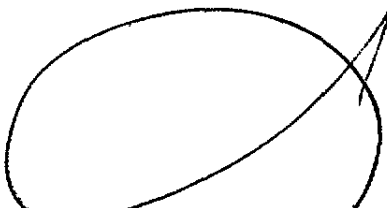
TOTAL CALL MOBILE INC

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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.

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1. Total Call Mobile, Inc.

(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. 84-1688806

(FEI number, if applicable)

4. August 11, 2005

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 707 Wilshire Boulevard, 12th Floor, Los Angeles, CA 90017

(Principal office address)

same as above

(Current mailing address)

8. To provide Telecommunications Services

(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: 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

By: David Don

(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. DIRECTORSChairman: Mark LeafstedtAddress: 707 Wilshire Boulevard, 12th Floor
Los Angeles, CA 90017

Vice Chairman: _____

Address: _____

Director: Mark LeafstedtAddress: 707 Wilshire Boulevard, 12th Floor
Los Angeles, CA 90017Director: Danny IngAddress: 707 Wilshire Boulevard, 12th Floor
Los Angeles, CA 90017**B. OFFICERS**President: Mark LeafstedtAddress: 707 Wilshire Boulevard, 12th Floor
Los Angeles, CA 90017

Vice President: _____

Address: _____

Secretary: Danny IngAddress: 707 Wilshire Boulevard, 12th Floor, Los Angeles, CA 90017Treasurer: Danny IngAddress: 707 Wilshire Boulevard, 12th Floor, Los Angeles, CA 90017

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

13. Mark J. Leafstedt
(Signature of Director or Officer listed in number 12 of the application)14. Mark Leafstedt, President
(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

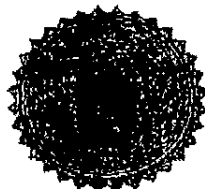
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOTAL CALL MOBILE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TOTAL CALL MOBILE, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF AUGUST, A.D. 2005.

4014308 8300

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4478447

DATE: 01-26-06

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