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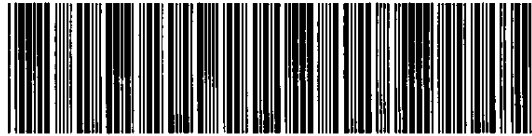
(Business Entity Name)

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 MAY 11 AM 11:08

7 Roberts MAY 18 2009

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May 7, 2009

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

**VIA FEDERAL EXPRESS**


Re: ReCellular Merger Corporation - Document  
No. FO8000003276

Gentlemen:

Enclosed are the following materials:

1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.
2. Certificate of the Secretary of State of Delaware dated April 17, 2009 certifying as to the filing of the Certificate of Ownership and Merger merging ReCellular, Inc. into ReCellular Merger Corporation, as filed on July 28, 2008.
3. Our check in the amount of \$35 in payment of the applicable filing fee.

Very truly yours,



Perry M. Kantner

PMK/cer  
Encls.



# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"RECELLULAR, INC.", A MICHIGAN CORPORATION,

WITH AND INTO "RECELLULAR MERGER CORPORATION" UNDER THE NAME OF "RECELLULAR, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JULY, A.D. 2008, AT 11:19 O'CLOCK A.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF JULY, A.D. 2008.



4574194 8100M

090304857

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7251243

DATE: 04-17-09

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:19 AM 07/28/2008  
FILED 11:19 AM 07/28/2008  
SRV 080821571 - 4574194 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**RECELLULAR, INC.**

**INTO**

**RECELLULAR MERGER CORPORATION**

(Parent into subsidiary pursuant to Section 253 of the General Corporation Law of Delaware)

\*\*\*\*\*

ReCellular, Inc., a corporation organized and existing under the laws of the State of Michigan;

**DOES HEREBY CERTIFY:**

**FIRST:** That it was organized on the 13th day of October, 1998, pursuant to the Business Corporation Act of the State of Michigan, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state.

**SECOND:** That it owns 90% of the outstanding shares of the capital stock of ReCellular Merger Corporation, a corporation incorporated on the 11th day of July, 2008, pursuant to the General Corporation Law of the State of Delaware.

**THIRD:** That its Board of Directors at a meeting held on the 28th day of July, 2008, determined to merge the corporation into said ReCellular Merger Corporation, and did adopt the following resolutions:

**RESOLVED,** that this Corporation merge itself into its wholly owned subsidiary, ReCellular Merger Corporation, a Delaware corporation, which corporation assumes all of the obligations of this Corporation.

**FURTHER RESOLVED,** that the manner and basis of converting the shares of each constituent corporation is as follows:

a. each issued and outstanding share of common stock of this Corporation outstanding at the Effective Time shall be converted into, represent the right to receive and thereafter be exchanged for one hundred (100) shares of the common stock, \$0.01 par value per share, of the Surviving Corporation (ReCellular Merger Corporation); and

b. each issued and outstanding share of common stock or Series A Preferred Stock of ReCellular Merger Corporation held or owned beneficially by this Corporation at the Effective Time shall be cancelled and retired without payment of any consideration therefor.

FURTHER RESOLVED, that upon surrender of any certificates evidencing shares of this Corporation, there shall be executed and delivered a certificate for shares of the surviving corporation in accordance with the foregoing.

FURTHER RESOLVED, that the proposed merger of this Corporation as herein contemplated be submitted to the Stockholders of this Corporation for approval by written consent.

FURTHER RESOLVED, that an authorized officer of this Corporation be and is hereby directed to make and execute (i) a Certificate of Ownership and Merger setting forth a copy of the foregoing resolutions, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County, and (ii) a Certificate of Merger and to file same with the Bureau of Commercial Services of the Michigan Department of Labor and Economic Growth.

FURTHER RESOLVED, that the name of the Surviving Corporation (ReCellular Merger Corporation) shall be changed by amending Article FIRST of the Amended and Restated Certificate of Incorporation of such corporation to read as follows:

FIRST: The name of this corporation is ReCellular, Inc. (the "Corporation")

FURTHER RESOLVED, that the merger shall become effective on July 31, 2008.

FURTHER RESOLVED, that the merger may be amended or terminated and abandoned by the Board of Directors of this Corporation at any time prior to the time that the merger becomes effective.

**FOURTH:** That the proposed merger has been adopted, approved, certified, executed and acknowledged by this corporation in accordance with the laws of the State of Michigan, under which it was organized.

**FIFTH:** Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of this Corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective.

**IN WITNESS WHEREOF**, said parent corporation has caused this Certificate to be signed by an authorized officer this 28th day of July, 2008.

By:   
(Authorized Officer)

Name: Charles Newman

Title: President