

# F36051

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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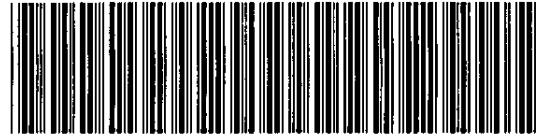
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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08 MAR 27 PM 1:37

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B. Tadlock APR 01 2008

FF \$35

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March 26, 2008

**VIA FEDERAL EXPRESS**

Ms. Brenda Tadlock  
Division of Corporations  
Florida Department of State  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Quality RF Services, Inc. / Certificate of Conversion

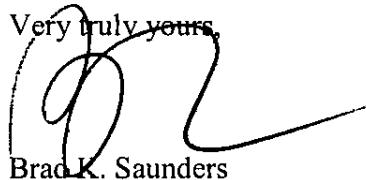
Dear Ms. Tadlock:

Enclosed please find the original executed Certificate of Conversion for Quality RF Services, Inc., including Addendum and Delaware Certificate of Conversion (which is noted in the Addendum as being attached).

Also enclosed is our check in the amount of \$35.00 representing the applicable filing fee. Please file the same at your earliest convenience.

Thank you again for all of your kind assistance in this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Brad K. Saunders

BKS/jm  
Enclosures

**Certificate of Conversion**  
For  
**Florida Profit Corporation**  
Into  
**"Other Business Entity"**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 MAR 27 PM 1:37

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Quality RF Services, Inc.

(Enter Name of Florida Profit Corporation)

2. The name of the "Other Business Entity" is:

Quality RF Services, Inc. NO

(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a corporation

(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware

(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: January 22, 2007

8. This conversion shall be effective in Florida on: see Addendum hereto.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

\_\_\_\_\_

\_\_\_\_\_

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

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

\_\_\_\_\_

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

\_\_\_\_\_

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 20<sup>th</sup> day of March 2008.

Signature: \_\_\_\_\_

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Patrick Leung Title: Secretary

<b>Fees:</b>	Filing Fee:	\$35.00
	Certified Copy:	\$8.75 (Optional)
	Certificate of Status:	\$8.75 (Optional)

**ADDENDUM  
TO  
CERTIFICATE OF CONVERSION  
FOR  
QUALITY RF SERVICES, INC., A FLORIDA CORPORATION  
INTO  
QUALITY RF SERVICES, INC., a DELAWARE CORPORATION**

8. This conversion shall be effective on: the date of filing of this Certificate of Conversion, but with the intent that it be effective as of the date of the filing of the Delaware Certificate of Conversion (see #12 below).

12. On January 22, 2007, a State of Delaware Certificate of Conversion From a Non-Delaware Corporation to a Delaware Corporation Pursuant to Section 265 of the Delaware General Corporation Law was filed with the Delaware Secretary of State (copy attached) to evidence the conversion under Delaware law of Quality RF Services, Inc., a Florida corporation ("Quality Florida"), into Quality RF Services, Inc., a Delaware corporation ("Quality Delaware"), a corporation that had also been formed effective on January 22, 2007, to effectuate the conversion in Delaware. Immediately after the conversion in Delaware of Quality Florida into Quality Delaware, a Certificate of Amendment of Certificate of Incorporation of Quality RF Services, Inc., was filed with the Delaware Secretary of State (also effective January 22, 2007) to change the name of Quality Delaware to "ATX Networks Ltd.". Effective January 23, 2007, Quality Florida was dissolved pursuant to the filing of Florida Articles of Dissolution with the Florida Secretary of State ("Articles of Dissolution"). Effective February 20, 2007, ATX Networks Ltd. qualified to do business in Florida under the name "ATX Networks Ltd. Incorporated".

The sole shareholder and all of the directors of Quality RF Services, Inc. at all times intended to convert Quality Florida to Quality Delaware, adopted joint corporate resolutions to that effect prior to the conversion documents being filed in Delaware, and have consistently since January 22, 2007, treated Quality Delaware (now known as ATX Networks Ltd.) for all purposes as the entity owning all of the assets (and being subject to all of the liabilities) that had been owned by Quality Florida. Articles of Dissolution of Quality Florida, rather than a Certificate of Conversion, were inadvertently filed in Florida on January 23, 2007, in order to effectuate the conversion. The purpose for filing this Certificate of Conversion is to put on record the proper Florida form to reflect the conversion that took place in Delaware on January 22, 2007 and was intended to take place in Florida on January 22, 2007.

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:43 PM 01/22/2007  
FILED 02:35 PM 01/22/2007  
SRV 070069032 - 4288605 FILE

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE CORPORATION  
TO A DELAWARE CORPORATION  
PURSUANT TO SECTION 265 OF THE  
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Florida.
- 2.) The jurisdiction immediately prior to filing this Certificate is Florida.
- 3.) The date the Non-Delaware Corporation first formed is May 22, 1981.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Quality RF Services, Inc..
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Quality RF Services, Inc..

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 22nd day of January, A.D. 2007.

By: Fred Rogers

Name: Fred Rogers  
Print or Type

Title: President  
Print or Type