

F95000001067

February 6, 1995

CI Corporation System
1000
100
100
100

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: MAINSTREAM DATA, INC.
Order #: 251020

Counsel: Mainstream Data, Inc.
Salt Lake City, UT 84108

RECEIVED
FEB 10 1995
FEB 10 1995
***** 20.00 ***** 20.00

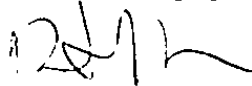
Gentlemen:

As requested by counsel, we enclose for filing qualification papers on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-362-1228.

Very truly yours,



Patrick E. Donovan
Customer Specialist

PED/hml

Enclosure(s)

Special Instructions: n/a

RECEIVED
FEB 10 1995
FEB 10 1995
***** 20.00 ***** 20.00



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

March 3, 1994

MAINSTREAM DATA INC
420 CHIPETA WAY SUITE 200
SALT LAKE CITY, UT 84108-1221

FEI #: 87-0483520

To Whom It May Concern:

Based upon a comparison of data provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes (1991), with our database of foreign corporations which have registered with the Florida Department of State, Division of Corporations, it appears that your corporation is transacting business in Florida without authority to do so as required by section 607.1501, Florida Statutes. The data received from the Florida Department of Revenue indicates that this entity is currently registered as obligated to file a corporation income tax return with the State of Florida.

Since your corporation conducts sufficient business activities in Florida to warrant your compliance with Florida's revenue laws, despite not having valid authority from the Department of State to transact business, it is incumbent on you to determine whether and how Florida's law regarding foreign corporations applies to your present situation. For your convenience, you will find enclosed a copy of sections 607.1501 through 607.1532, Florida Statutes. Also, to assist you in complying with foreign filing requirements, an "Application by Foreign Corporation for Authorization to Transact Business in Florida" is enclosed.

THE DIVISION OF CORPORATIONS RECOMMENDS THAT CORPORATE DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE DIVISION IS A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING, OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED.

Please provide a written response to this inquiry within sixty (60) days to avoid the necessity of further action. If you have any questions regarding this matter, please call (904) 487-6091, or write the Tax Lien Section, P.O. Box 6327, Tallahassee, Florida 32314.

Tax Lien Section
Division of Corporations

Enclosures

Price Waterhouse



March 18, 1994

Florida Department of State
Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Mainstream Data, Inc., Federal EIN 87-0453520

Ladies and Gentlemen:

Enclosed is a copy of your correspondence dated March 3, 1994. Your notice states that the above named taxpayer conducts sufficient business activities in Florida to warrant compliance with the state's revenue laws.

Mainstream Data, Inc. is exempt from registration under Florida statute 607.1501(2)(c) and (f) since the corporation sells only through independent contractors, solicits or obtains orders by mail or through employees, agents or otherwise, and requires acceptance outside the State of Florida before the sales become contracts. Therefore, the company is not obligated to file a corporation income tax return with the State of Florida.

If you have further questions, please contact me.

Sincerely,

Clair A. Rood
Clair A. Rood

CAR/ml

Enclosures - as stated

STANDARD
DIVISION
95 MAR -7 AM 8:27

✓

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. MAINSTREAM DATA, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. 87-0453520
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6/24/87 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 420 CHIPETA WAY SUITE 200
SALT LAKE CITY, UT 84108
(Current mailing address)
8. Sales of satellite data transmissions and related hardware.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

Marcia J. Sunahara
(Registered agent's signature)
Marcia J. Sunahara, Asst. Vice President

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 addresses of officers and/or directors:

A. DIRECTORS (SEE ATTACHED LIST OF OFFICERS AND DIRECTORS)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. *Mitchell J. Rasmussen*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MITCHELL J. RASMUSSEN, V.P. FINANCE/C.F.O.
(Typed or printed name and capacity of person signing application)

SECRET
OFFICE OF THE
SECRETARY
9-11-77 AM 6:27

MAINSTREAM DATA, INC. BOARD OF DIRECTORS AND OFFICERS

Board of Directors:

Scott E. Calder
1435 Tomahawk Drive
Salt Lake City, UT 84103

Miller R. Gardner
266 N. Pheasantridge
Bountiful, UT 84010

Phil Guthrie
6707 Talmadge
Dallas, TX 75230

Ronald J. Doerfler
239 Central Park West
Apartment 10B
New York, NY 10024

Brian P. Smith
4708 San Gabriel
Dallas, TX 75229

Officers of MSD:

Scott E. Calder, CEO
1435 Tomahawk Drive
Salt Lake City, UT 84103

Miller R. Gardner, President
266 N. Pheasantridge
Bountiful, UT 84010

Bruce C. Rothaar, Vice President Engineering
1875 Millcreek Way
Salt Lake City, UT 84106

Scott D. Smith, Vice President Software
Development
1182 East 1850 South
Bountiful, UT 84010

Mitchell J. Rasmussen, Vice President Finance
111 East Carrington Lane
Centerville, UT 84014

95 MAR -7 AM 8:27
RECEIVED
DIVISION OF
FEDERAL
BUREAU OF
INVESTIGATION

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAINSTREAM DATA, 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 SEVENTH DAY OF FEBRUARY, A.D. 1995.

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.

65-140-7-100-27



Document Number Only

F95000001067

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

000001794820
-04/25/96--01073--024
*****35.00 *****35.00

FILED
96 APR 25 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mainstream Data, Inc.

Changed name to:

WavePhone Networks, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☒ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call If Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS/ G/S

☐ After 4:30

☒ Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

4/25/96

NC
a/25

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. Mainstream Data, Inc.
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: March 7, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change
effected under the laws of its jurisdiction of incorporation?

March 6, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "in-
corporated," or appropriate abbreviation, if not contained in new name of the corporation:

WavePhone Networks, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Kenneth D. Swenson

Signature
Name and Title

Kenneth D. Swenson, Treasurer

April 15, 1996

Date

FILED
96 APR 25 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MAINSTREAM DATA, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "WAVEPHORE NETWORKS, INC.", THE SIXTH DAY OF MARCH, A.D. 1996, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.




Edward J. Freel, Secretary of State

AUTHENTICATION:

2130164 8320

DATE:

7915995

960114944

04-22-96

FILED
97 MAY 19 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 14, 1997

Florida Div Of Corporations
Annual Reports Section
P.O. Box 1500
Tallahassee, FL 32302-1500

To Whom It May Concern:

WavePhone Networks, Inc. is relocating their accounting function from 375 Chipeta Way, Suite B, Salt Lake City, Utah 84108 to:

WavePhone, Inc.
3311 N. 44th Street, Suite 100
Phoenix, Arizona 85018
Ph: (602) 952-5500
Fax: (602) 952-5517

This change is effective June 1st 1997. Please note that purchasing, shipping and receiving and other operations remain in Salt Lake, only accounting has relocated. All accounting correspondence should be directed to the Phoenix address to the attention of the following individuals:

Lisa Skolnik - Accounts receivable, customer payment of invoices, questions about invoices received, etc.

Lisa Eberle - Accounts payable, submission of vendor invoices, payment status of invoices, etc.

If you have general questions about the move or general accounting questions you may contact me at (602) 952-5500 ext. 247.

Sincerely,

Kevin W. McHolland
Corporate Controller

AW

F9500000/067

Please note our new billing address and phone number listed below.
Please address all future correspondences and phone inquiries as noted below.

WavePhone Networks, Inc.
375 Chipeta Way, Suite B
Salt Lake City, Utah 84103

Phone Inquiries:

Joyce Brown
(801) 584-2800
(801) 584-2831 Fax