



Prentice Hall Legal & Financial Services

ATTENTION: (904) 322-1955

120 WAYS STREET, SUITE 100
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

National Wireless Holdings Inc

10000120331
03/13/95 01053-002
****122.50****122.50

☐ Amendment
☐ Annual Report
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Domestication
☐ Fictitious Business Name
☒ Foreign - Profit
☐ Foreign - Non-Profit
☐ Limited Partnership
☐ Limited Liability
☐ Mtr. Veh.

☐ Merger
☐ Name Reservation
☐ Name Registration
☐ Non-Profit/Articles of Incorporation
☐ Other
☐ Profit/Articles of Incorporation
☐ Reinstatement
☐ Resignation of R.A., Off/Dir
☐ Trademark
☐ UCC/Filing 1
☐ UCC/Filing 3

☒ Certified Copy
☐ Photocopy
☐ Corporate Print-Out
☐ Fictitious/Owner Search

☐ CUS
☐ Good Standing
☐ R.A., Off/Dir Search

☒ Walk In

☐ Call if Problem

☐ Will Wait

☒ Pick-up

3/13 1:00
/DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Alb. BY: Soey

BRANCH RECEIVING: Tall BY: Ting

REF/JOB # H0100-900236

CLIENT MATTER #

SAME DAY ☒ 24 HR ROUTINE

VERBAL REQUESTED: YES OR NO

DATE SENT: / / MAIL FAX ☒ FED EXP.

FILED: / /

SENT TO: BRANCH ☒ CLIENT

SPECIAL INSTRUCTIONS:

CHECK #
ST./CTY/ FEES
CORR. FEE/
SPEC. HANDL.
MESSENGER
COPIES
FAX FEE
OTHER
TOTAL

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

OF

NATIONAL WIRELESS HOLDINGS INC.

**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. The name of the Corporation is NATIONAL WIRELESS HOLDINGS INC.
2. The state or country under whose laws it is incorporated is Delaware
3. Its Federal Employer Identification number, if applicable, is 13-3735316
4. Its date of incorporation is 8/31/93
5. Its duration is Perpetual
6. The date the Corporation first transacted business in Florida is 11/15/94
7. Its current mailing address is 249 Royal Palm Way, Suite 301; Palm Beach, FL 33480
8. The nature of the business in which it is engaged in the state of Florida is: To engage in any act or activity for which corporations may be formed.
9. Name and Street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida 32301

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.

Registered agent's signature

The Prentice-Hall Corporation System, Inc.

By:

Dolores Burton, Assistant Secretary

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:

Director . Michael J. Specchio
233 Garrard Drive
Rantoul, IL 61866

Director Louis B. Lloyd
156 West 56th Street
New York, NY 10019

Director: Thomas R. DiBenedetto
249 Royal Palm Way, Suite 301
Palm Beach, FL 33480

Director: Terrence S. Cassidy
249 Royal Palm Way, Suite 301
Palm Beach, FL 33480

Director: Michael McManus Jr.
241-02 Northern Boulevard
Douglastown, NY 11362

B. Officers:

President & CEO: Terrence S. Cassidy
249 Royal Palm Way, Suite 301
Palm Beach, FL 33480

Executive VP & General Counsel:

Paul J. Sinderbrand
888 16th Street NW
Washington, DC 20006

Secretary:

James Kardon
350 Fifth Avenue
New York, NY 10118


Executive VP of Operations
and Technology:

Timothy Mathews
233 Garrard Drive
Rantoul, IL 61866

Chairman

Michael J. Specchio
233 Garrard Drive
Rantoul, IL 61866

13.



Signature of Chairman, Vice Chairman, or any officer.

14.

James Kardon, Secretary
Name and capacity of person signing this application.

H0100-900236

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONAL WIRELESS HOLDINGS 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 EIGHTH DAY OF MARCH, A.D. 1995.

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RECEIVED
MAR 10 1995



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION

7431889

DATE

03-08-95