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F96000002917



ACCOUNT NO. : 072100000032
REFERENCE : 977753 4302355
AUTHORIZATION : Patricia Pizzuti
COST LIMIT : \$ 70.00

ORDER DATE : June 5, 1996

ORDER TIME : 11:52 AM

700001858717

ORDER NO. : 977753

CUSTOMER NO: 4302355

CUSTOMER: Ralph D. Mosely, Legal Asst
Tenzer, Greenblatt, L.L.P.
405 Lexington Ave.-15th Fl.

New York, NY 10174

FOREIGN FILINGS

NAME: BRIGHTPOINT ACQUISITION, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

RECEIVED
96 JUN 11 PM 2:07
DIVISION OF CORPORATION

FILED
96 JUN 11 PM 2:20
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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:**

BRIGHTPOINT ACQUISITION, INC.

1. BRIGHTPOINT ACQUISITION, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3/11/96 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. 6402 Corporate Drive
Indianapolis, IN 46278
(Current mailing address)

8. Wholesale distribution of cellular telephones and accessories
(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: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee, 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.

Mary J. Whelan Asst VP
(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.

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96 JUN 11 PM 2:41

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert J. Laikin

Address: 6402 Corporate Drive

Indianapolis, IN 46278

Director: J. Mark Howell

Address: 6402 Corporate Drive

Indianapolis, IN 46278

B. OFFICERS

President: Robert J. Laikin

Address: 6402 Corporate Drive

Indianapolis, IN 46278

Vice President: _____

Address: _____

Secretary: J. Mark Howell

Address: 6402 Corporate Drive

Indianapolis, IN 46278

Treasurer: _____

Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 11 PM 2:21

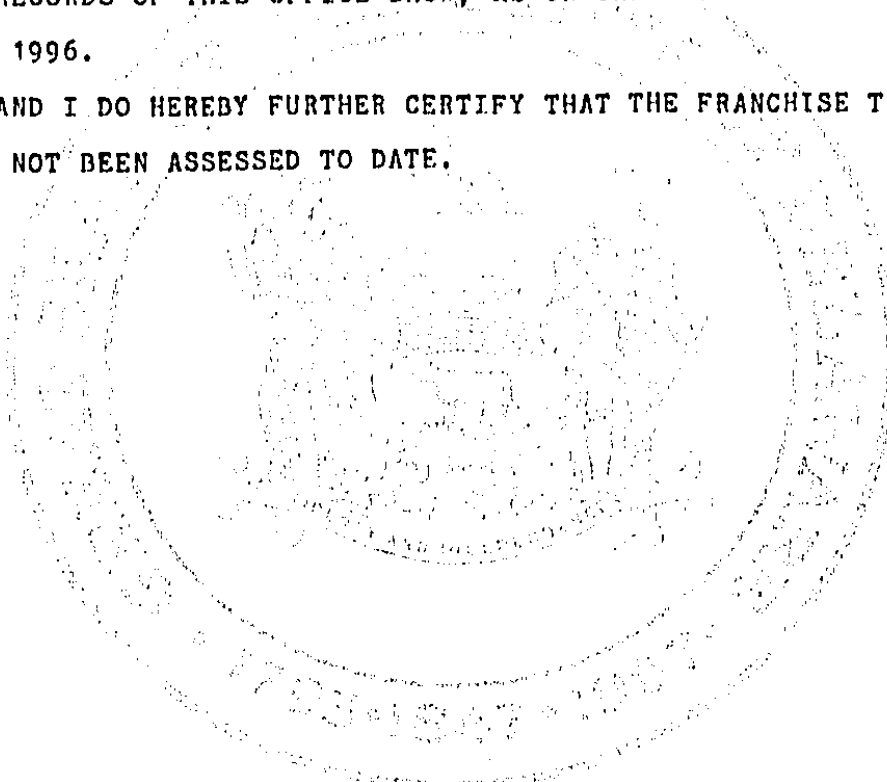
NOTE: If necessary, you may attach an addendum to the application listing additional office and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. J. Mark Howell, Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRIGHTPOINT ACQUISITION, 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 TENTH DAY OF JUNE, A.D. 1996.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 11 PM 2:21



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7978948

DATE: 06-10-96