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DIVISION OF CORPORATION

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

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CORPORATION(S) NAME

P-Com, Inc.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC Filing |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
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8-29

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

**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. P-COM, 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
(State or country under the law of which it is incorporated)
3. 77-0289371
(FIC number, if applicable)
4. August 23, 1991
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 26, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 3175 S. Winchester Boulevard
Campbell, CA 95008
(Current mailing address)
8. Designs, manufactures and markets short-haul millimeter wave radio systems for use in the worldwide wireless telecommunications market.
(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: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

Thomas W. Lukas, ASIT.V.P.
(Registered agent's signature) (Officer)

THOMAS W. LUKAS, ASSISTANT VICE PRESIDENT
(Type Name and Title of Officer)

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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 for an additional director)

Chairman: George P. Roberts

Address: 3175 S. Winchester Boulevard
Campbell, CA 95008

Vice Chairman: N/A

Address: _____

Director: Gill Cogan

Address: 555 California Street, Suite 4760
San Francisco, CA 94104

Director: John A. Hawkins

Address: 499 Marina Boulevard, #301
San Francisco, CA 94123

B. OFFICERS (See attached list for additional officers)

President: George P. Roberts

Address: 3175 S. Winchester Boulevard
Campbell, CA 95008

Executive Vice President: Pier Antoniucci

Address: 3175 S. Winchester Boulevard
Campbell, CA 95008

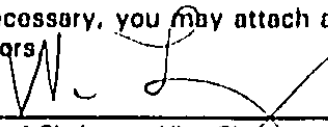
Secretary: Warren T. Lazarow

Address: Two Embarcadero Place, 2200 Geng Road
Palo Alto, CA 94303

Treasurer: N/A

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Warren T. Lazarow, Secretary
(Typed or printed name and capacity of person signing application)

ATTACHMENT

12.

A. Directors

Director: M. Bernard Puckett
Address: 127 Emerald Bay
Laguna Beach, CA 92651

B. Officers

Chief Executive Officer: George P. Roberts
Address: 3175 S. Winchester Boulevard
Campbell, CA 95008

Chief Financial Officer;
Vice President, Finance and
Administration and Controller: Michael Sophie
Address: 3175 S. Winchester Boulevard
Campbell, CA 95008

Vice President, Engineering: John Wood
Address: 3175 S. Winchester Boulevard
Campbell, CA 95008

Vice President, Manufacturing: Kenneth E. Bean, II
Address: 3175 S. Winchester Boulevard
Campbell, CA 95008

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "P-COM, 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 TWENTY-SEVENTH DAY OF AUGUST, A.D. 1996.

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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

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AUTHENTICATION:

8083018

DATE:

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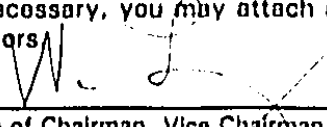
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