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ACCOUNT NO. : 072100000032

REFERENCE : 075854 4321477

AUTHORIZATION :

Patricia Piggett

COST LIMIT : \$ 70.00

ORDER DATE : September 5, 1996

ORDER TIME : 12:40 PM

ORDER NO. : 075854

CUSTOMER NO: 4321477

500001842885

CUSTOMER: Ms. Jeannette Ferguson
Levenfeld, Eisenberg, Janger,
33 West Monroe Street
21st Floor
Chicago, IL 606035448

FOREIGN FILINGS

NAME: MOBILE SYSTEMS INTERNATIONAL
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: Clint Fuhrman

FILED
96 SEP -9 PM 2:55
TALLAHASSEE, FLORIDA

96 SEP -9 PM 2:01
OFFICE OF CORPORATION

**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. MOBILE SYSTEMS INTERNATIONAL, 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. NEVADA

(State or country under the law of which it is incorporated)

3. 36-3846539

(FEI number, if applicable)

4. OCTOBER 6, 1992

(Date of Incorporation)

5. PERPETUAL

(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 817.155, F.S.))

7. 1755 N. COLLINS, SUITE 400

RICHARDSON, TX 75080

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized pursuant to the Nevada Revised Statutes

(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: Corporation Service Company

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.

Corporation Service Company

By: [Signature]

(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.

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

A. DIRECTORS

Chairman: MOHAMED F. IBRAHIM
Address: 1755 N. COLLINS , SUITE 400
RICHARDSON, TX 75080

Vice Chairman: COLIN ROBINSON
Address: 1755 N. COLLINS, SUITE 400
RICHARDSON, TX 75080

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: COLIN ROBINSON
Address: 1755 N. COLLINS, SUITE 400
RICHARDSON, TX 75080

Vice President: VASU REDDY
Address: ONE LINCOLN CENTER, SUITE 200
OAKBROOK TERRACE, IL 60181

Secretary: BRIAN ERVINE
Address: 1755 N. COLLINS, SUITE 400
RICHARDSON, TX 75080

Treasurer: BRIAN ERVINE
Address: 1755 N. COLLINS, SUITE 400
RICHARDSON, TX 75080

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. COLIN ROBINSON PRESIDENT
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP -9 PM 2:53

FILED