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C T Corporation System.
 Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, FL 32301
 City State Zip Phone

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 *****70.00 *****70.00

CORPORATION(S) NAME

Intellcell Corporation

- Profit
- Non Profit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
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 JOEY

**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. INTELLICELL CORP.
(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. 95-4467726 (FEI number, if applicable)

4. August 29, 1996 (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 817.156, F.S.))

7. 9314 Eton Avenue, Chatsworth, California 91311
(Current mailing address)

8. wholesale sales of cellular phones & 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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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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 obligation of my position as registered agent.

C T Corporation System
Stephanie A. Brooks
(Registered agent's signature) (Officer)
STEPHANIE A. BROOKS
Assistant Secretary
(Type Name and Title of Officer)

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: BEN NEMAN
Address: 9314 Eton Avenue
Chatsworth, California 91311

Vice Chairman: JIM BUNTING
Address: 9314 Eton Avenue
Chatsworth, California 91311

Director: VINAY SHARMA
Address: 12400 Wilshire Blvd., Ste. 400
Los Angeles, California 90025

Director: _____
Address: _____

B. OFFICERS

President: see attached list of officers
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

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Treasurer: _____

Address: _____

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

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

14. JAMES E. BUNTING
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
INTELLICELL CORPORATION**

1. BEN NEMAN, President/Chairman of the Board
9314 Eton Avenue
Chatsworth, California 91311
2. JIM BUNTING, Vice-President/Chief Operating Officer
9314 Eton Avenue
Chatsworth, California 91311
3. JOHN C. SNYDER, Vice-President/Chief Financial Officer
9314 Eton Avenue
Chatsworth, California 91311

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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS FOREIGN CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 24TH day of OCTOBER, 1996

INTELLICELL CORP.

a corporation organized and existing under the laws of DELAWARE
complied with the requirements of California law in effect on that date for the purpose of
qualifying to transact intrastate business in this State; and

That the above corporation is entitled to transact intrastate business in the State of
California as of the date of this certificate, however, subject to any licensing requirements
otherwise imposed by the laws of this State; and

That no information is available in this office on the financial condition, business activity
or practices of this corporation.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
9TH day of APRIL, 1998

Bill Jones

Secretary of State



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