

# F98000006955

LAW OFFICES

EIZEN FINEBURG & McCARTHY, LLP

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PHILADELPHIA, PENNSYLVANIA 19103

89 N. Haddon Avenue, Suite B  
Haddonfield, New Jersey 08033  
(609) 428-2625

November 2, 1999

Florida Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
99 NOV 29 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

500003037825--6  
-11/08/99--01080--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Clariti Digital Paging, Inc.

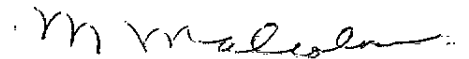
Dear Sir/Madam:

Enclosed for filing with the Florida Secretary of State are the following documents:

1. An original and one copy of an Amendment to Application for Authorization to Transact Business in Florida for Clariti Digital Paging, Inc.
2. A copy of the filed certificate from the State of Delaware evidencing the amendment.
3. Our firm's check payable to the order of the "Florida Secretary of State" in the sum of \$35.00 representing payment of the filing fee.

Kindly acknowledge the receipt and filing of the enclosed by returning a date-stamped copy of the Amendment to the undersigned. A self-addressed, stamped envelope is enclosed for your convenience.

Sincerely,



Mary Malcolm,  
Secretary to Mr. McCarthy

/mem  
Enclosures

N/c

V. SHEPARD DEC 3 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 18, 1999

MARY MALCOLM  
EIZEN FINEBURG & MCCARTHY, LLP  
2001 MARKET ST., SUITE 3410  
PHILADELPHIA, PA 19103

SUBJECT: CLARITI DIGITAL PAGING, INC.  
Ref. Number: F98000006955

We have received your document for CLARITI DIGITAL PAGING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 599A00055395

RECEIVED  
99 NOV 29 AM 8:06  
DIVISION OF CORPORATIONS

LAW OFFICES

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89 N. Haddon Avenue, Suite B  
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(609) 428-2625

November 22, 1999

Florida Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

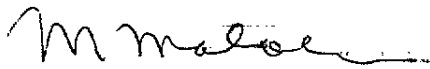
Re: Clariti Digital Paging, Inc.

Dear Sir/Madam:

In response to your November 18, 1999 correspondence (copy enclosed) attached is a certified copy of the amendment filed with the State of Delaware. Please proceed with the attached filing in the State of Florida.

Kindly acknowledge the receipt and filing of the enclosed by returning a date-stamped copy of the Application to the undersigned. A self-addressed, stamped envelope is enclosed for your convenience.

Sincerely,



Mary Malcolm,  
Secretary to Mr. McCarthy

/mem

Enclosures

J:\MCCARTHY\ClaritiTelecommunications\ClaritiDigital\Florida.me1.doc

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

FILED  
99 NOV 29 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Clariti Digital Paging, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. State of Delaware 3. December 21, 1998  
Incorporated under laws of Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 14, 1999
5. Clariti Wireless Messaging, Inc.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- N/A  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A  
New Jurisdiction



Signature

9-30-99  
Date

Peter S. Pelullo  
Typed or printed name

Chief Executive Officer  
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CLARITI DIGITAL PAGING, INC.", CHANGING ITS NAME FROM "CLARITI DIGITAL PAGING, INC." TO "CLARITI WIRELESS MESSAGING, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

2864397 8100

AUTHENTICATION:

0084950

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CLARITI DIGITAL PAGING, INC.  
(formerly Clariti Telecommunications China, Ltd.)**

Clariti Digital Paging, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. That the board of directors of the Corporation adopted a resolution proposing and declaring advisable the following amendment to the Corporation's Certificate of Incorporation:

"RESOLVED, that the Certificate of Incorporation of Clariti Digital Paging, Inc. be amended by changing Article First thereof so that, as amended, said Article shall be and read as follows:

1. The name of the Corporation is: "Clariti Wireless Messaging, Inc."

2. That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

3. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to Certificate of Incorporation to be duly executed this 30th day of September, 1999.

CLARITI DIGITAL PAGING, INC.

By: 

Peter S. Pelullo, Chief Executive Officer