

F99000002407

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: W W Wireless Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

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-05/05/99-01039--001
***2370.00 ***2370.00
W99-9524

Alan Campbell
(Name of Person)

W W Wireless Inc
(Firm/Company)

2211 B San Ramon Valley Blvd
(Address)

San Ramon, CA 94583
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Alan Campbell at (925) 820-4201
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 22, 1999

ALAN CAMPBELL
WW WIRELESS INC
2211 B SAN RAMON VALLEY BLVD
SAN RAMON, CA 94583

SUBJECT: WW WIRELESS INC
Ref. Number: W99000009524

We have received your document for WW WIRELESS INC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2300.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 899A00021085

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DIVISION OF CORPORATIONS

**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. WW Wireless 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. California 3. 94-3286094
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/24/1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 11/1/1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2211 B San Ramon Valley Blvd.
San Ramon, CA 94583
(Current mailing address)
8. Sales and distribution of wireless communication equipment
(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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Netwireless
Office Address: 1155 S. Dale Mabry Suite 16
Tampa, Florida, 33629
(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.

[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.

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DIVISION OF CORPORATE AND
COMMERCIAL AFFAIRS
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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: David A. Wilkins

Address: 167 Berkshire Ct.

San Ramon CA 94583

~~Director~~
Vice Chairman: Christopher Wood

Address: 804 6th St.

Petaluma CA 94952

Director: Craig Wilkins

Address: 7616 Tallow

Irving TX 75063

Director: Alan G. Campbell

Address: 6448 Pfeiffer Ranch Ct

San Jose CA 95120

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: David A. Wilkins

Address: 167 Berkshire Ct

San Ramon CA 94583

Vice President: Christopher Wood

Address: 804 6th St.

Petaluma CA 94952

~~Vice President~~
Secretary: Craig Wilkins

Address: 7616 Tallow

Irving TX 75063

Treasurer/~~Secretary~~/CFO: Alan G. Campbell


Address: 6448 Pfeiffer Ranch Ct

San Jose CA 95120

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SAN FRANCISCO

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. Treasurer/Secretary and CFO
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 24th day of October, 1997,

WW WIRELESS, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

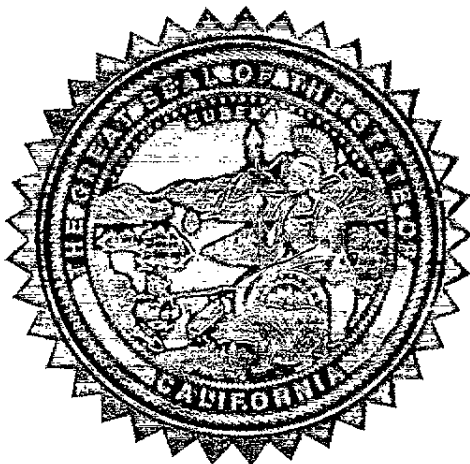
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; 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 day of

March 22, 1999



Bill Jones

Secretary of State

FILED
SECRETARY OF STATE
VISITORS
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