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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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-10/06/99-01059-004
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CORPORATION(S) NAME

RSI Baseband Technologies, Inc.

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DIVISION OF CORPORATIONS
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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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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.

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1. RSI Baseband Technologies, 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 3. 59-3586791
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 22, 1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. September 8, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6901 TPC Blvd., Suite 650,
Orlando, Florida 32822
(Current mailing address)

8. manufacture electronic components
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

Kim Gilbertson, Asst. Secy.

(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: (Street address ONLY - P.O. Box NOT acceptable)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Gary Kanipe, 609 South New Hope Road, Suite 200A.

Address: Gastonia, NC 28054

Director: Andrew Bach, 609 South New Hope Road, Suite 200A

Address: Gastonia, NC 28054

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

President: Gary Kanipe

Asst. Secretary: 609 South New Hope Road, Suite 200A

Address: Gastonia, NC 28054

Executive Vice President: Andrew Bach

& Secretary: 609 South New Hope Road, Suite 200A

Address: Gastonia, NC 28054

Vice President: Steve Sharif

Address: 101 Round Hill Drive

Rockaway, New Jersey 07866

Vice President: James Bongiorno

Address: 101 Round Hill Drive

Rockaway, New Jersey 07866

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

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

14. Andrew Bach, Executive Vice President & Secretary
(Typed or printed name and capacity of person signing application)

B. OFFICERS (continued)

Vice President **Juan Vigil**
6901 TPC Blvd., Suite 650
Orlando, Florida 32822

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RSI BASEBAND TECHNOLOGIES, 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 FIFTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAX HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF CORPORATIONS
DIVISION OF
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

10-05-99

DATE: