

Document Number Only

F99000005162

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700003007337-6
-10/06/99-01059-005
*****87.50 *****87.50

Intellcell merger Sub, Inc.

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ LLC

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☒ Certified Copy

☐ Photo Copies

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Jeffrey Butterfield

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Intellicell Merger Sub, Inc.
(Name of corporation - must include suffix)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -6 / PM 2:30

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:

Stuart Teng

(Name of Person)

Troy & Gould

(Firm/Company)

1801 Century Park East, 16th Floor

(Address)

Los Angeles, CA 90067

(City/State/Zip)

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

Stuart Teng

(Name of Person)

at (310) 789-1270

(Area Code & Daytime Telephone Number)

STREET 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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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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DIVISION OF CORPORATIONS
99 OCT 16 PM 2:30

1. Intellicell Merger Sub, 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. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7-22-99 5. Perpetual
(Date of incorporation) (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. 9314 Eton Avenue
Chatsworth, CA 91311
(Current mailing address)

8. Wholesale distribution of wireless communications products
(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.

Connie Bryan
(Registered agent's signature) **CONNIE BRYAN**
SPECIAL ASSISTANT SECRETARY

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: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Michael Hedge
& CEO

Address: 9314 Eton Avenue, Chatsworth, CA 91311

COO: John Swinehart
~~Vice President~~

Address: 9314 Eton Avenue, Chatsworth, CA 91311

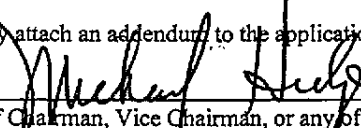
Secretary: David Kane
& CFO

Address: 9314 Eton Avenue, Chatsworth, CA 91311

Treasurer: _____

Address: _____

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. Michael Hedge, CEO & President
(Typed or printed name and capacity of person signing application)

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Item 12A. Directors

John Swinehart
9314 Eton Avenue
Chatsworth, CA 91311

Michael Hedge
9314 Eton Avenue
Chatsworth, CA 91311

Mark Laisure
1104 Alexander Circle
Atlanta, GA 30326

J. Sherman Henderson
11081 Spring Hill Garden Dr.
Louisville, KY 40223

Vinay Sharma
10514 Kinnard Ave.
Los Angeles, CA 90024

DEPT. OF STATE
DIVISION OF CORPORATIONS
99 OCT -6 PM 2:30

State of Delaware
Office of the Secretary of State

PAGE 1

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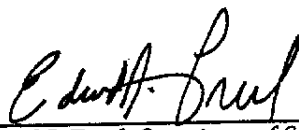
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTELLICELL MERGER SUB, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 1999.

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



3073536 8300

991400733


Edward J. Freel, Secretary of State

9988458

AUTHENTICATION:

09-24-99

DATE: