

# L9800000/098

Document Number Only

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JUL -2 PM 3:35

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

400002579164--7

-07/02/98--01061--011

\*\*\*\*285.00 \*\*\*\*285.00

Cellular Express, LLC

DIVISION OF CORPORATIONS

98 JUL -2 PM 12:33

RECEIVED

- |   |   |   |
|---|---|---|
| <input type="checkbox"/> Profit                               | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                            |   |   |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Foreign                              |   |   |
| <input type="checkbox"/> Limited Partnership                  | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement                        | <input type="checkbox"/> Fict. Filing           | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Liability Partnership        |   | <input type="checkbox"/> UCC-1 UCC-3        |
| <input type="checkbox"/> Certified Copy                       | <input type="checkbox"/> Photo Copies           | <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 |
| <input type="checkbox"/> Mail Out                             |   |   |

Name	
Availability	<i>MTH</i>
Document Examiner	<i>MTH</i>
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Verifier	<i>MTH</i>
Acknowledgment	<i>MTH</i>
W.P. Verifier	<i>MTH</i>

JUL 2 - 1998

Please Return Extra Copy(s)  
Filed Stamp

Thanks, Melanie ☺

CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 2, 1998

CT CORPORATION SYSTEM

SUBJECT: CELLULAR EXPRESS, LLC  
Ref. Number: W98000015233

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We have received your document for CELLULAR EXPRESS, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 298A00035972

*Put up today!*

*Must be  
back-dated to  
7-2-98  
J. M. S.*

## RESOLUTION OF MANAGING MEMBERS OR MANAGERS

I, the undersigned David Elkinson  
(Name)

do hereby certify that this Resolution of the Managing Members or Managers of

Cellular Express, LLC

(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of the State of

Delaware

, was duly adopted on July 8, 1998

Be it resolved, that Cellular Express, LLC

(Name of Limited Liability Company)

organized and existing in the state of Delaware, hereby adopts the

name of PCS Express, LLC for use in Florida.

Dated: July 8, 1998



Signature of a Member or an Authorized Representative of a Member  
David Elkinson, Manager

1/16/98

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TOTAL P.03  
TOTAL P.03

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Cellular Express, LLC - Doing Business in Florida As PCSE Express, LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation  
"L.C." if not so contained in the name at present.)
2. Delaware 3. 04-3423051  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 5/14/98 5. December 31, 2048  
(Date of Organization) (Duration: Year limited liability company will  
cease to exist or "perpetual")
6. Upon filing.  
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 908 Boston Turnpike, Shrewsbury, MA 01545-3398

(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who  
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>David Elkinson</u>	<u>MGR</u>	<u>Robert J. Cardoza</u>	<u>MGR</u>
<u>7 Wachusett View Drive</u>		<u>233 Pearl Street</u>	
<u>Westboro, MA 01581</u>		<u>North Dighton, MA 02764</u>	

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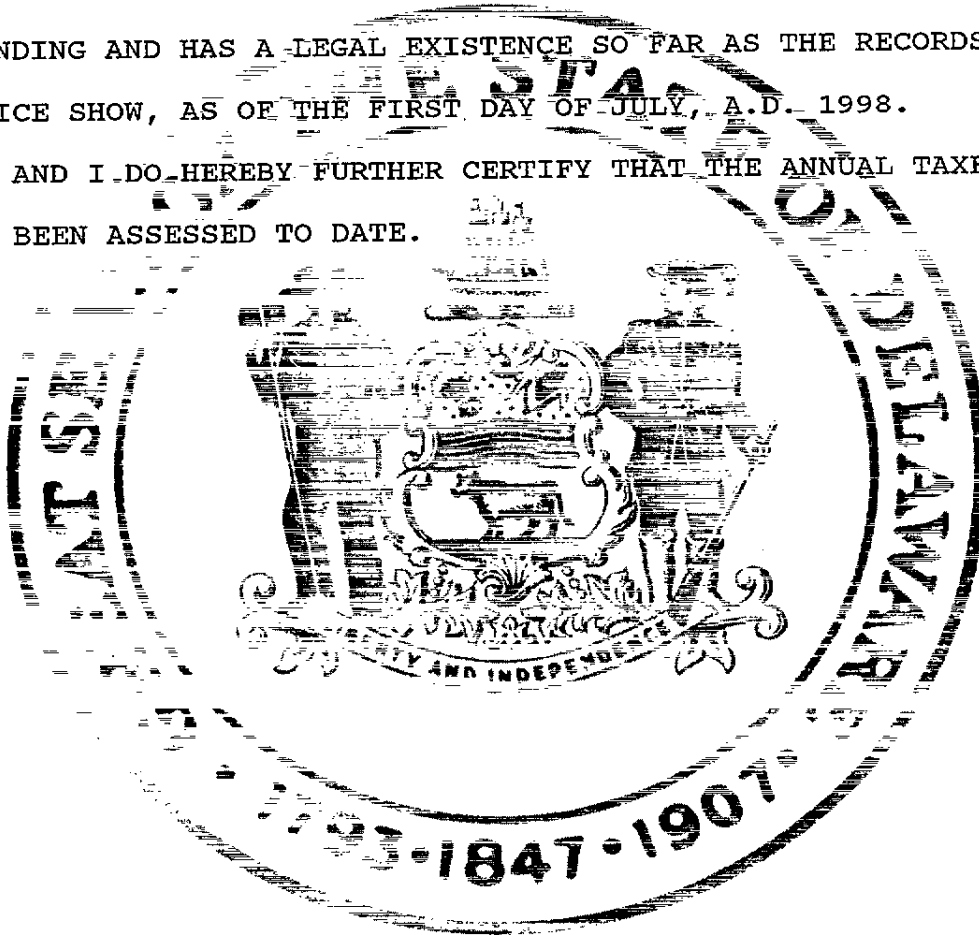
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official  
having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign  
language, a translation of the certificate under oath of the translator must be submitted.)

State of Delaware  
Office of the Secretary of State

PAGE 1

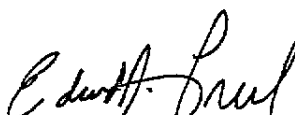
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CELLULAR EXPRESS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF JULY, A.D. 1998.

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



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Edward J. Freel, Secretary of State

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981257461

AUTHENTICATION:

9174876

DATE:

07-01-98

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Cellular Express, LLC

2. The name and the Florida street address of the registered agent and office are:

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(Name)

1200 South Pine Island Road

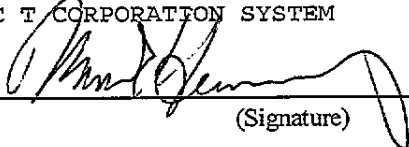
Florida street address (P.O. Box **NOT** ACCEPTABLE )

Plantation FL 33324

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

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(Signature)

**MARK HENNESSEY**  
ASSISTANT SECRETARY

**Filing Fee: \$ 35 for Designation of Registered Agent**

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of \_\_\_\_\_

Cellular Express, LLC

deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 5000-
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ -0- . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 5000- . This total includes amounts from 2 and 3 above.

CELLULAR EXPRESS, LLC

By: David Elkinson

David Elkinson, Member

Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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**Filing Fee: \$ 52.50 for Affidavit**