

GARDERE

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December 13, 2000

MJH

By Federal Express

Florida Secretary of State
Attn: Division of Corporations
409 East Gaines St.
Tallahassee, FL 32339

200003501342--2
-12/14/00--01058--001
****125.00 ****125.00

Re: Highland Wireless Services L.L.C. Florida Qualification; Gardere No. 123899.1

Ladies and Gentlemen:

In connection with the above-referenced matter, please find attached for filing with the Florida Secretary of State an application to transact business in Florida as well as a Registered Agent/Registered Office designation form.

Additionally, please find an original certificate of existence and good standing for Highland Wireless Services L.L.C. from Delaware.

Enclosed is check no. 027132 in the amount of \$125 to cover the filing fee.

Upon filing, please return a file-stamped acknowledgment copy in the enclosed pre-addressed Federal Express envelope to:

Nancy McCormick
Gardere Wynne Sewell LLP
1000 Louisiana, Suite 3400
Houston, Texas 77002-5007

Thank you for your assistance with this matter. If you have any questions, please do not hesitate to call me at (713) 276-5944.

Very truly yours,


Nancy McCormick
Legal Assistant to Beth Bjerke

cc: Beth Bjerke

00 DEC 14 PM 3: 04
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

1. The name of the foreign limited liability company is Highland Wireless Services L.L.C.
2. The company is organized in the state of Delaware.
3. The date of the company's organization is August 31, 2000 and its period is perpetual.
4. The company first transacted business in Florida on ~~December~~ ^{JANUARY} 1, 2001. *DAI*
5. The principal office of the company is 1113 Russell Drive, Highland Beach, Florida 33487.
6. The company is member managed.
7. The name and usual business address of the managing member is:

David A. Terman 1113 Russell Drive
Highland Beach, Florida 33487

8. The street address of the company's registered agent is 1113 Russell Drive, Highland Beach, Florida 33487 and the name of its registered agent in Florida at such address is David A. Terman.
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of the records in the jurisdiction under the law of which it is organized.
10. The purpose or purposes of the company which it proposes to pursue in the transaction of business in Florida is any and all lawful purposes.


David A. Terman
Managing Member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 14 PM 3:04

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

Pursuant to the provisions of section 608.507 of the Florida Limited Liability Company Act, 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 Highland Wireless Services L.L.C.
2. The name and Florida street address of the registered agent and office are:

David A. Terman
1113 Russell Drive
Highland Beach, Florida 33487

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 as provided for in Chapter 608 of the Florida Statutes.


David A. Terman

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "HIGHLAND WIRELESS SERVICES L.L.C."
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 TWELFTH DAY OF DECEMBER, A.D. 2000.

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





Edward J. Freel, Secretary of State

AUTHENTICATION: 0849544

3282686 8300

001622065

DATE: 12-12-00