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Florida Department of State

Division of Corporations

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Division of Corporations

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From: Angie Calabrese

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TALLAHASSEE, FLORIDA

AL

FOREIGN LIMITED LIABILITY COMPANY

TRI-ANGEL, LLC

Matter # 118518

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$155.00 |

FAX AUDIT No. H01000114553

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:

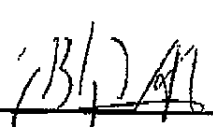
1. TRI-ANGEL, LLC
(Name of foreign limited liability company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. APPLIED FOR
(FEI number, if applicable)
4. 08/13/2001
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON FILING OF APPLICATION
(Date first transacted business in Florida. (See sections 608.501, 6708.502, and 817.155, F.S.))
7. 201 BISCAYNE BOULEVARD, 28TH FLOOR
MIAMI, FL 33131
(Street address of principal office)
8. Limited liability company is a manager-managed company.
9. The name and usual business addresses of the managing members or managers are as follows:

| | |
|------------------------------------------------------------------------------------------------------------------|----------------|
| <u>Ultranet, Inc., 201 Biscayne Boulevard, 28th Floor, Miami, FL 33131</u> | <u>Member</u> |
| <u>Matrix Development Limited, Noltan House, 14 Shenkar St., P.O. BOX 12358, Herzliya, Pituach 46733, Israel</u> | <u>Member</u> |
| <u>Nexus Telocation Systems, Ltd., 1 Korazin Street, Givatayim, Israel</u> | <u>Member</u> |
| <u>Abraham Klecky Seselovsky, 201 Biscayne Boulevard, 28th Floor, Miami, FL 33131</u> | <u>Manager</u> |
| <u>Edgar Köster Frank, c/o 201 Biscayne Boulevard, 28th Floor, Miami, FL 33131</u> | <u>Manager</u> |
| <u>Rolf Köster Groh, c/o 201 Biscayne Boulevard, 28th Floor, Miami, FL 33131</u> | <u>Manager</u> |
| <u>Gerardo Köster Groh, c/o 201 Biscayne Boulevard, 28th Floor, Miami, FL 33131</u> | <u>Manager</u> |
| <u>Pedro de la Cuadra Dominichetti, c/o 201 Biscayne Boulevard, 28th Floor, Miami, FL 33131</u> | <u>Manager</u> |
| <u>Shlomo Sadowsky, c/o 201 Biscayne Boulevard, 28th Floor, Miami, FL 33131</u> | <u>Manager</u> |
| <u>Hezei Bezael, c/o 201 Biscayne Boulevard, 28th Floor, Miami, FL 33131</u> | <u>Manager</u> |

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)
11. Nature of business or purposes to be conducted or promoted in Florida: WIRELESS SYSTEMS AND
TELECOMMUNICATIONS.


Signature of an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ABRAHAM KLECKY SESELOVSKY

Typed or printed name of signer

01 NOV 14

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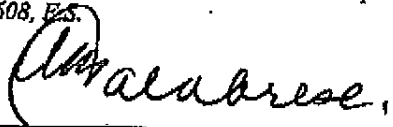
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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:
TRI-ANGEL, LLC
2. The name and the Florida street address of the registered agent and office are:

AMERICAN INFORMATION SERVICES, INC.
One S.E. 3rd Avenue, 28th Floor
Miami, Florida 33131

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, F.S.


By
Angelica M. Calabrese, Assistant Secretary of
AMERICAN INFORMATION SERVICES, INC.,
Registered Agent

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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRI-ANGEL, 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 THIRTIETH DAY OF OCTOBER, A.D. 2001.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 NOV 14



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3425001 8300

AUTHENTICATION: 1416699

010542734

DATE: 10-30-01

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