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JON ANDREWS, CPA

FILED
2002 JUN 25 PM 1:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

June 21, 2002

Bureau of Commercial Recording
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

RE: Foreign Registration for Midland Phonetec, LLC and Phonetec, LP

Dear Sir or Madam:

Enclosed are the appropriate documents and fees to register a foreign limited liability company (Midland Phonetec, LLC) and an out-of-state limited partnership (Phonetec, LP) to transact business in Florida. These registrations need to be filed as follows:

1. Midland Phonetec, LLC - APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA. Accompanying this form is the CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE and an original Certificate of Existence from the Secretary of State of Texas dated June 18, 2002. Also enclosed is our check for \$125.00 in payment of the filing fees for the above forms.
2. Phonetec, LP - APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA. Accompanying this form is the AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP. Also enclosed is our check for \$87.50 in payment of the filing fees for the above forms.

If there are any questions or problems with either of these filings, please call Jon Andrews at 915-620-9849 as soon as possible.

Thank you for your attention to these items.

Sincerely,



Jon Andrews, CPA

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***125.00 ***125.00

J. BRYAN JUN 26 2002

**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. MIDLAND PHONETEC, LLC
(Name of foreign limited liability company)
2. TEXAS
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 75-2868072
(FEI number, if applicable)
4. 1/1/00
(Date of Organization)
5. 12/31/2029
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 7/1/02
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 751 North Drive, Suite 6
Melbourne FL 32934
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

John Lowery 3300 N.A. BLDG 1, SUITE 108, MIDLAND TX 79705

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: SALES OF

CELL PHONES, PHONE CARDS, AND RELATED ITEMS AND SERVICES

x John P. Lowery
Signature of a member or 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.)

x John P. Lowery
Typed or printed name of signer

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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:

MIDLAND PIONEER, LLC

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

KEVIN POWERS
(Name)

751 NORTH DRIVE SUITE 6
Florida street address (P.O. Box **NOT** ACCEPTABLE)

MELBOURNE FL 32934
(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 as provided for in Chapter 608, F.S.

Kevin A. Powers
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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TALLAHASSEE, FLORIDA

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Organization for MIDLAND PHONETEC, LLC (filing number: 706169722), a Domestic Limited Liability Company (LLC), was filed in this office on January 10, 2000.

It is further certified that the entity status in Texas is active.

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In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 18, 2002.



Gwyn Shea

Gwyn Shea
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: SOS-WEB

FAX(512) 463-5709

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