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(Manufacturer Name)
SMART Telecommunications
1100 Marlboro Lane
Oklahoma City, OK 73116

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

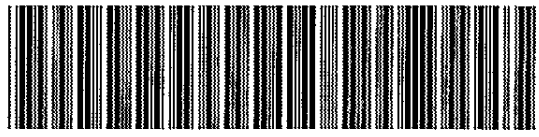
(Business Entity Name)

(Document Number)

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

02 FEB 10 PM 10:03

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OK

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

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

1. SMART Telecommunication, LLC (Name of foreign limited liability company)

2. TEXAS (Jurisdiction under the law of which foreign limited liability company is organized) 3. 22-3867852 (FEI number, if applicable)

4. August 27, 2002 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. 1st Dec 02 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 6901 22nd Ave North St Petersburg FL 33710 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows: JAY HACHIM Touchtel wireless 6901 22nd Ave North St. Petersburg, FL 33710

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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: Retail Cell phone & accessories

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.) JAY HACHIM Typed or printed name of signee

**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:

SMART Telecommunications, LLC d.b.a Touchtel wireless

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

JAY hachim

(Name)

6803 16th Place # 724

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

St. Petersburg FL 33710

(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.

Jay hachim

(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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20 FEB 19 AM 10:03
TALLAHASSEE, FLORIDA

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



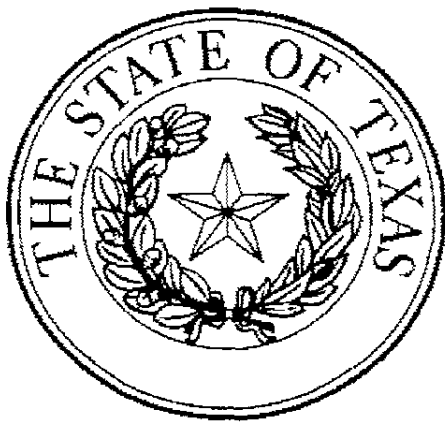
Gwyn Shea
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Organization for SMART TELECOMMUNICATIONS, LLC (filing number: 800117552), a Domestic Limited Liability Company (LLC), was filed in this office on August 27, 2002.

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

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 January 28, 2003.



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State