

M03000001948

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

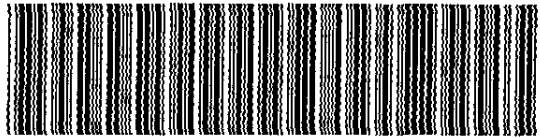
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2003 JUN 16 PM 8:21
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

W03-15982

J. BRYAN JUN 17 2003



2800 28th Street, Suite 100
Santa Monica, CA 90405
Phone: 310-593-2840 / 866-432-2274
Fax: 310-593-2815

May 28, 2003

Florida Dept. of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Application to transact business in Florida

Dear Sir/Madame:

Enclosed are the following documents related to the application process for authorization of a foreign limited liability company to transact business in Florida:

One (1) executed original and one (1) conformed copy of the Application by Foreign Limited Liability Company for Authorization to transact business in Florida.

One (1) executed original and one (1) conformed copy of the Certificate of Designation of Registered Agent/Registered Office.

An original Certificate of Existence from the Delaware Secretary of State.

A check payable to the Florida Dept. of State in the amount of \$125.00.

Upon completion of the processing of the application, please forward an acknowledgment of filing to:

**Don L. Ervin
Wireless Capital Partners, LLC
2800 28th Street
Suite 100
Santa Monica, CA 90405**

If you have any questions or comments related to the documents, please call me at (310) 593-2820. I look forward to working with you.

Regards,

A handwritten signature in black ink that reads "Don E." with a stylized flourish at the end.

Don L. Ervin, Esq.
General Counsel
Wireless Capital Partners, LLC

Encls.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 4, 2003

DON L. ERVIN, ESQ.
WIRELESS CAPITAL PARTNERS, LLC
2800 28TH STREET, STE. 100
SANTA MONICA, CA 90405

SUBJECT: WIRELESS CAPITAL PARTNERS, LLC
Ref. Number: W03000015982

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for WIRELESS CAPITAL PARTNERS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 103A00035000

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. Wireless Capital Partners, LLC
(Name of foreign limited liability company)

2. Delaware 3. 22-3826780
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 8/23/01 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. June 1, 2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2800 28th Street, Suite 100
Santa Monica, CA 90405
(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:

IDC Capital Partners, LLC, 2800 28th Street, Suite 100, Santa Monica CA 90405
Telecom Wireless Solutions, Inc., 2800 28th Street, Suite 100, Santa Monica CA 90405

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: Any lawful business,
including but not limited to the acquisition and sale of leases of wireless communications facilities and the provision of site acquisition, land use planning and related services.

[Signature]
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.)

Brod Koyal
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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:

Wireless Capital Partners, LLC

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

NRAI Services, Inc.

(Name)

526 E. Park Avenue

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

Tallahassee

FL 32301

(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.

NRAI Services, Inc.

By: Regina Clerkin

(Signature)

Regina Clerkin, Assistant Secretary

\$ 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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CORPORATIONS
TALLAHASSEE, FLORIDA

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WIRELESS CAPITAL PARTNERS, 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 FIFTEENTH DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WIRELESS CAPITAL PARTNERS, LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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2003 JUN 16 PM 8:21
OFFICE OF SECRETARIES
ALLAHASSEE, FLORIDA



3429282 8300

030317475

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2419750

DATE: 05-15-03