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04 AUG -6 PM 1:48
TALLAHASSEE, FLORIDA

U.S. Cellular Direct, LLC

11580 Oakhurst Road Largo FL 33774

Ph. (727) 455-2260

August 3, 2004

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee FL 32399

FILED
04 AUG - 6 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is our application for our Nevada, LLC to do business in the state of Florida.

Thank you for assisting us with this registration.

Sincerely,

Mark W. Tong
Manager

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. U.S. CELLULAR DIRECT, LLC
(Name of foreign limited liability company)
2. NEVADA 3. 56-2472699
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. JULY 28, 2004 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 8/3/2004
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 11580 Oakhurst Road
Largo FL 33774
(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:

William B. Steinmetz 9045 Ulmerton Rd. Largo FL 33771
MARK W. TONG 11580 Oakhurst Rd. Largo FL 33774

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: Cellular Phone Sales

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.)

WILLIAM B. STEINMETZ

Typed or printed name of signee

04 AUG -6 PM 1:48
FILED
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:

U.S. CELLULAR DIRECT, LLC

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

MARK W. TONG

(Name)

11580 Oakhurst Road

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

Largo FL 33774

(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.

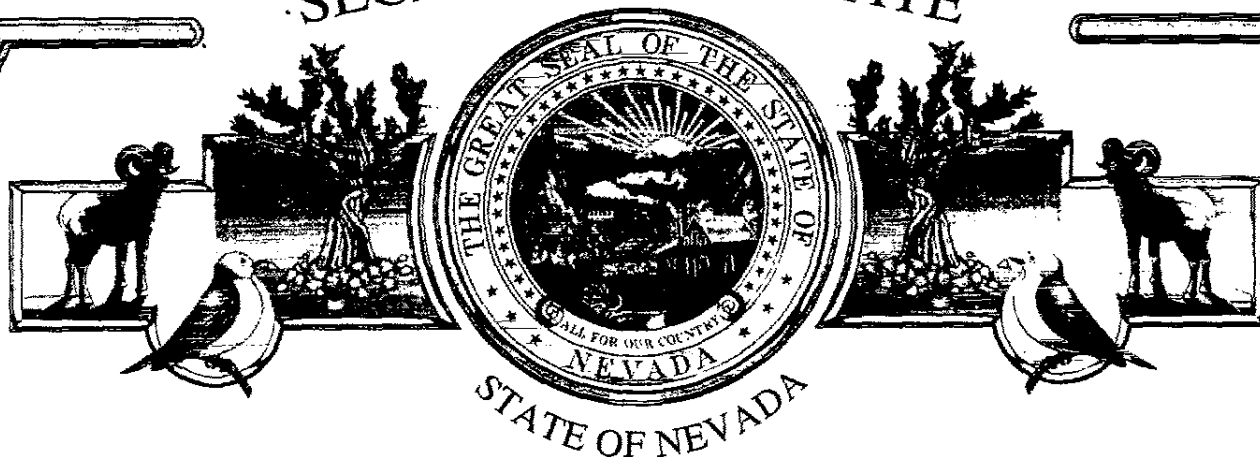
Mark W Tong

(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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104 AUG -6 PM 1:48
TALLAHASSEE, FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **U.S. CELLULAR DIRECT, LLC**, as a limited-liability company duly organized under the laws of **NEVADA** and existing under and by virtue of the laws of the State of Nevada since **JULY 28, 2004**, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Las Vegas, Nevada, on **July 28, 2004**.

A handwritten signature in cursive script that reads "Dean Heller".

DEAN HELLER
Secretary of State

By A handwritten signature in cursive script that reads "Stacy Rots".
Certification Clerk

