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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE
MAR 31 2009
EXAMINER



STINSON
MORRISON
HECKER LLP

Calista J. Vitale
(314) 719-3043
CVitale@stinson.com
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March 27, 2009

168 North Meramec Avenue
St. Louis, MO 63105
Tel (314) 863-0800
Fax (314) 259-3971

VIA FEDERAL EXPRESS
TRACKING NO. 8626 4339 8420

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Wireless Accessories, LLC

Dear Sir or Madam:

Enclosed please find an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Certificate of Designation of Registered Agent/Registered Office and Written Consent to Adopt Alternate Name for Use in the State of Florida to be filed on behalf of Wireless Accessories, LLC, a Nevada limited liability company. Also enclosed is a Certificate of Good Standing issued by the Nevada Secretary of State on March 25, 2009 and a \$130.00 check representing the filing fees. Please provide me with evidence of the filing at your earliest convenience. For your convenience, I have enclosed a self-addressed, stamped return envelope.

Thank you for your assistance. Should you have any questions or need additional information to complete this filing, please do not hesitate to call me at (314) 719-3043.

Very Truly Yours,

STINSON MORRISON HECKER LLP

Calista Vitale
Paralegal

Enclosures

cc: Philip G. Kaplan, Esq.

KANSAS CITY
OVERLAND PARK
WICHITA
WASHINGTON, D.C.
PHOENIX
ST. LOUIS
OMAHA
JEFFERSON CITY

DB04/815606.0019/1289301.1

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Wireless Accessories, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Calista Vitale, Paralegal
(Name of Person)

Stinson Morrison Hecker LLP
(Firm/Company)

168 North Meramec Avenue, Suite 400
(Address)

St. Louis, Missouri 63105
(City/State and Zip Code)

2009 MAR 30 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Calista Vitale at (314) 719-3043
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE
STATE OF FLORIDA**

We, the undersigned, do hereby certify that we are the Managers and/or Managing

Members of WIRELESS ACCESSORIES, LLC
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of

MISSOURI
(State or Country of Organization)

Because the name of this foreign limited liability company does not satisfy the
requirements of the s. 608.406, F.S., the limited liability company hereby adopts the
following name to transact business in the state of Florida:

WD LICENSING, LLC
(Name to be used by limited liability company in Florida. NOTE: Name must end with Limited Liability
Company, L.L.C., or LLC.)

Date: March 25, 2009

Signature(s) of Manager(s) and/or Managing Member(s):

for: D & L Partners, L.P.

Dean Kretschmar

DJ Von Oehlmeier
Dean

2009 MAR 30 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 ACCESORIES, LLC**

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

WD LICENSING, LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. **NEVADA**

(Jurisdiction under the law of which foreign limited liability company is organized)

3.

(FEI number, if applicable)

4. **3/6/2002**

(Date of Organization)

5.

3/6/2502

(Duration: Year limited liability company will cease to exist or "perpetual")

6. **Upon registration**

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. **168 N. Meramec Avenue, Suite 400**

St. Louis, Missouri 63105

(Street Address of Principal Office)

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

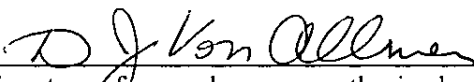
9. The name and usual business addresses of the managing members or managers are as follows:

D & L Partners, L.P., 168 North Meramec Avenue, Suite 400, St. Louis, Missouri 63105

Dean Kretschmar, 2833 NE 35th Court, Fort Lauderdale, Florida 33308

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: **Telecommunications**


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.)

D.J. Von Allmen for D & L Partners, L.P.

Typed or printed name of signee

2009 MAR 30 PM 2:05
SECRETARY OF STATE
TELECOMMUNICATIONS

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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:

Wireless Accessories, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

WD Licensing, LLC

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

C T Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL

33324

City/State/Zip

FILED
2009 MAR 30 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, Florida Statutes.

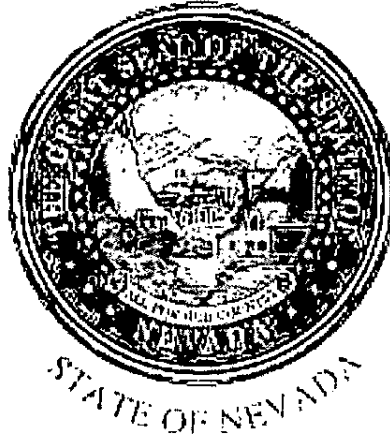
C T Corporation System

By: 

(Signature)

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

SECRETARY OF STATE




CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, 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, non-profit corporations, corporation soles, 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, **WIRELESS ACCESSORIES, 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 March 6, 2002, 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 on March 25, 2009.




ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20090325-1801
You may verify this electronic certificate
online at <http://www.nvsos.gov/>