

M11000001497

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

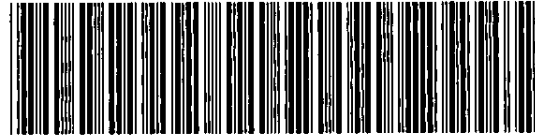
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B. KOHR
MAR 23 2011
EXAMINER



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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 716711 7731885

AUTHORIZATION

COST LIMIT : \$ 125.00

FILED
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ORDER DATE : March 22, 2011

ORDER TIME : 1:19 PM

ORDER NO. : 716711-005

CUSTOMER NO: 7731885

FOREIGN FILINGS

NAME: NPHASE, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Matthew Young -- EXT# 2962

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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DIVISION OF CORPORATIONS
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March 22, 2011

MATTHEW YOUNG
CSC
TALLAHASSEE, FL

SUBJECT: NPHASE, LLC
Ref. Number: W11000016311

RESUBMIT

Please give original
submission date as file date.

We have received your document for NPHASE, LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

In Item 9, in addition to the ADDRESSES, we need to have the NAMES of the MANAGERS or NPHASE, LLC. It appears to us that all that is presently listed in Item 9 are three addresses.

ALSO, please note that we have have a signature on the R.A. ACCEPTANCE PAGE.

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) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 211A00006976

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: nPhase, 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:

Patricia Kilzer

Name of Person

nPhase, LLC

Firm/Company

6195 Lusk Blvd, Suite 200

Address

San Diego, CA 92121

City/State and Zip Code

pkilzer@nphase.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Patricia Kilzer

Name of Person

at (858)

410-6519
Area Code & Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

Division of Corporations
Registration Section
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

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SECRETARY OF CORPORATIONS
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**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. nPhase, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "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. DE 3. 35-2368205
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. July 24, 2009 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 6195 Lusk Blvd, Suite 200
San Diego, CA 92121
(Street Address of Principal Office)

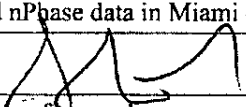
8. If limited liability company is a manager-managed company, check here ☒

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

nPhase - 6195 Lusk Blvd, Suite 200, San Diego, CA 92121 (Nphase HQ) Steve PAZOL (President)
5775 Morehouse Dr., San Diego, CA 92121 (Qualcomm Managers) Steve ALTMAN
One Verizon Way, Basking Ridge, NJ 07920 (Verizon Wireless Managers) John STRAHAN

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: Contract with FI facility to
manage nPhase servers and nPhase data in Miami (Data Center)


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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Steve Pazol

Typed or printed name of signer

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Additional nPhase LLC Manager Members
3/22/2011

additional Qualcomm Manager:

John Gilbert

5775 Morehouse Dr., San Diego, CA 92121

additional Verizon Wireless Manager:

Mike Lanman

One Verizon Way, Basking Ridge, NJ 07920

**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:

nPhase, LLC

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

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

Corporation Service Company

(Name)

1201 Hays Street

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, Florida Statutes.

Corporation Service Company

Matthew Young

Asst. V. Pres.

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) |

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NPHASE, 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 TWENTY-SECOND DAY OF MARCH, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NPHASE, LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF JULY, A.D. 2009.

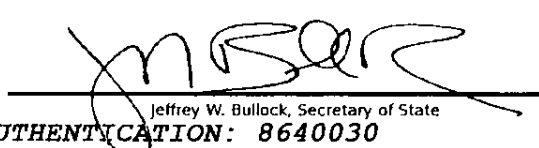
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4713307 8300

110325883

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8640030

DATE: 03-22-11