

**ATTACHMENT B – CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS & ARTICLES OF INCORPORATION**

See Attached



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

FEBRUARY 14, 2006

6469-825-7

CSC NETWORKS
801 ADLAI STEVENSON DR
SPRINGFIELD, IL 62703

RE TOTAL CALL MOBILE, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

2

Return to: Corporation Service Company

FORM **BCA 13.15** (rev. Dec. 2006)
APPLICATION FOR AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS
Business Corporation Act

2006R06499

02/23/2006 09:45AM

SANGAMON COUNTY
ILLINOIS

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com

FILED

FEB 14 2006

JESSE WHITE
SECRETARY OF STATE

REC FEE: 15.00
REC REST FEE: 4.00
GIS FEE: 9.00
GIS REST FEE: 1.00
RISP FEE:
ST STAMP FEE:
CO STAMP FEE:
UCC FEE:
TOTAL: \$29.00
PAGES: 2
CHRISTINE

Remit payment in the form of a cashier's
check, certified check, money order
or an Illinois attorney's or CPA's check
payable to the Secretary of State.

6469-825-7
File #

SEE NOTE 1 CONCERNING PAYMENT!

Filing Fee \$ 150.00 Franchise Tax \$ 46.78 Penalty/Interest \$ -
SANGAMON COUNTY REGISTERED

MARY ANN LAMM
SANGAMON COUNTY REGISTERED

Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) CORPORATE NAME: Total Call Mobile, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the
transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation Delaware; Date of Incorporation August 11, 2005; Period of Duration Perpetual

3. (a) Address of the principal office, wherever located: 707 Wilshire Boulevard
12th Floor
Los Angeles, CA 90017
(b) Address of principal office in Illinois: none
(If none, so state)

4. Name and address of the registered agent and registered office in Illinois.
Registered Agent: Illinois Corporation Service Company
Registered Office: 801 Adlai Stevenson Drive
Springfield, IL 62703
Sangamon

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
CA

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President Mark Leafstedt	707 Wilshire Boulevard, 12th Fl.,	Los Angeles, CA	CA	90017
Secretary Danny Ing	707 Wilshire Boulevard, 12th Fl.,	Los Angeles, CA	CA	90017
Director Mark Leafstedt	707 Wilshire Boulevard, 12th Fl.,	Los Angeles, CA	CA	90017
Director Danny Ing	707 Wilshire Boulevard, 12th Fl.,	Los Angeles, CA	CA	90017
Director				

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

To provide Telecommunications Services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$0.001	10,000,000	8,000,000

(If more, attach list)

9. Paid-in Capital: \$ 900,000
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

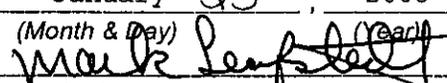
- 10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 10,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 10,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 25,000

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? No
- (b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated January 23, 2006
(Month & Day) (Year)

(Any Authorized Officer's Signature)
Mark Leafstedt, President
(Print Name and Title)

Total Call Mobile, Inc.
(Exact Name of Corporation)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

000112



Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TOTAL CALL MOBILE, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF AUGUST, A.D. 2005, AT 7:57 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4014308 8100

050666167

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4087942

DATE: 08-12-05

TOTAL CALL MOBILE, INC.

CERTIFICATE OF INCORPORATION

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware" or the "Act"), hereby certifies that:

FIRST: The name of the corporation (hereinafter the "Corporation") is "Total Call Mobile, Inc."

SECOND: The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

THIRD: The nature of the business of the Corporation shall be to conduct any lawful business or promote any lawful purpose and to engage in any lawful act or activity for which corporations may be organized under the Act.

FOURTH: The aggregate number of shares that the Corporation shall have authority to issue is Ten Million (10,000,000) with a par value of One Tenth of One Cent (\$0.001) per share. All such shares are of one class and are shares of common stock.

FIFTH: The Corporation is to have perpetual existence.

SIXTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of §291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of §279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the

stockholders or class of stockholders of this Corporation, as the case may be, agrees to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on the Corporation.

SEVENTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

- a. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, *i.e.*, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.
- b. Each stockholder of the Corporation shall be entitled to a preemptive right, for a period of thirty (30) days, to subscribe for, purchase or otherwise acquire additional shares of stock of the Corporation except to the extent and on the terms that the Corporation's Board of Directors may from time to time determine.
- c. After the original or other Bylaws of the Corporation have been adopted, amended or repealed, as the case may be, in accordance with the provisions of §109 of the Act, and after the Corporation has received any payment for any of its stock, the power to adopt, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors of the Corporation.
- d. The Board of Directors is authorized, subject to any applicable limitations prescribed by law, to provide for the issuance of shares of preferred stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware (a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of preferred stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the common stock, without a vote of the preferred stock, or of any series thereof, unless a

vote of any such holders thereof is required pursuant to the terms of any Preferred Stock Designation.

- e. The incorporator of the Corporation shall have and may exercise the rights and powers, and shall perform the duties, vested in or required by her by the Act and by this Certificate of Incorporation, and when said duties have been performed, said incorporator shall cease to have any interest in the Corporation.

EIGHTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of §102 of the Act, as the same may be amended and supplemented from time to time. The limitation of liability provided for herein shall not be deemed exclusive of any other rights to which such a director may be entitled under the Corporation's Bylaws or Delaware law. No amendment of this Certificate of Incorporation or repeal of any provision hereof shall limit or eliminate the benefits provided under this Article Eighth in connection with any act or omission that occurred prior to such amendment or repeal.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of §145 of the Act, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section; provided that his or her conduct or action, for which such person seeks limitation of liability was not in breach of any fiduciary duty owed to the Corporation or willful misconduct. The indemnification provided for herein shall not be deemed exclusive of any other right to which those indemnified persons may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. No amendment of this Certificate of Incorporation or repeal of any provision hereof shall limit or eliminate the benefits provided under this Article Ninth in connection with any act or omission that occurred prior to such amendment or repeal.

TENTH: From time to time any of the provisions of this Certificate of Incorporation, except the last sentences of Article Eighth and Article Ninth, may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred on the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article Tenth.

ELEVENTH: The name and the mailing address of the incorporator are as follows:

Name

Sheila R. Carroll

Mailing Address

Kelley Drye & Warren LLP
1200 19th Street, N.W.
Suite 500
Washington, DC 20036

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on this 11th day of August, 2005.



Sheila R. Carroll
Incorporator