

Exhibit "B"

**Articles of Incorporation
&
Certificate of Authority**

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 18 2008

Debra Bowen

DEBRA BOWEN
Secretary of State



**State of California
Secretary of State**

**LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION**

File # **200807510217**

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

MAR 14 2008

A \$70.00 filing fee must accompany this form.

IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

ENTITY NAME (End the name with the words "Limited Liability Company," "Ltd. Liability Co.," or the abbreviations "LLC" or "L.L.C.")

1. NAME OF LIMITED LIABILITY COMPANY

Teleconnect LLC

PURPOSE (The following statement is required by statute and may not be altered.)

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

INITIAL AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both items 3 and 4 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and item 3 must be completed (leave item 4 blank).)

3. NAME OF INITIAL AGENT FOR SERVICE OF PROCESS

Todd Satterwhite

4. IF AN INDIVIDUAL, ADDRESS OF INITIAL AGENT FOR SERVICE OF PROCESS IN CALIFORNIA CITY STATE ZIP CODE

27881 Via De Costa San Juan Capistrano CA 92675

MANAGEMENT (Check only one)

5. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY:

- ONE MANAGER
- MORE THAN ONE MANAGER
- ALL LIMITED LIABILITY COMPANY MEMBER(S)

ADDITIONAL INFORMATION

6. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

EXECUTION

7. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF ORGANIZER

3/13/2008

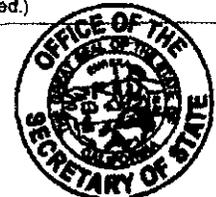
DATE

Karla Figueroa

TYPE OR PRINT NAME OF ORGANIZER

RETURN TO (Enter the name and the address of the person or firm to whom a copy of the filed document should be returned.)

8. NAME [Karla Figueroa]
FIRM [LegalZoom.com, Inc.]
ADDRESS [7083 Hollywood Blvd., Suite 180]
CITY/STATE/ZIP [Los Angeles, CA 90028]





OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 02, 2008

0263976-9

C T CORPORATION SYSTEM
208 SO LASALLE ST, SUITE 814
CHICAGO, IL 60604-1101

RE TELECONNECT LLC

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT 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.

MANY SERVICES ARE NOW AVAILABLE ON-LINE AT WWW.CYBERDRIVEILLINOIS.COM. AMONG OTHER SERVICES AT THIS SITE, YOU MAY CHECK THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE PREVIOUS PARAGRAPH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-45.5**

April 2007

Secretary of State **Jesse White**
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.com

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order payable to Secretary of State.

Illinois
Limited Liability Company Act
**Application for Admission
to Transact Business**

FILE # **0263-9769**

This space for use by Secretary of State.

SUBMIT IN DUPLICATE

Must be typewritten.

This space for use by Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: *JW*

FILED

DEC 02 2008

**JESSE WHITE
SECRETARY OF STATE**

1. Limited Liability Company Name: Teleconnect LLC
Must comply with Section 1-10 of ILLCA or Item 2 below also applies.

2. Assumed Name: _____
By electing this Assumed Name, the Limited Liability Company hereby agrees not to use its Company Name in the transaction of business in Illinois. Form LLC-120 is attached.

3. Jurisdiction of Organization: California

4. Date of Organization: 3/14/2008

5. Period of Duration: Perpetual

6. Address, including County, of the Office required to be maintained in the jurisdiction of its organization or, if not required, of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)

| | | |
|--------------------------------------|----------|---------------|
| <u>27881 Via De Costa</u> | | |
| Number | Street | Suite # |
| <u>San Juan Capistrano, CA 92675</u> | | <u>Orange</u> |
| City/State | ZIP Code | County |

7. Registered Agent: C T Corporation System

| | | |
|------------|-------------|-----------|
| First Name | Middle Name | Last Name |
|------------|-------------|-----------|

Registered Office: 208 South LaSalle Street, Suite 814
(P.O. Box alone or c/o is unacceptable.)

| | | |
|----------------|-------------|-----------------|
| Number | Street | Suite # |
| <u>Chicago</u> | <u>Cook</u> | <u>Illinois</u> |
| City | County | ZIP Code |
| | | <u>60604</u> |

8. If applicable, Date on which Company first conducted business in Illinois: _____

(continued on back)

LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: (Include Business Code # from IRS Form 1065.)

Telecommunication services

10. The Limited Liability Company: (check one)

is managed by a manager or managers (List names and business addresses.)

has management vested in the member or members (List names and addresses.)

Todd Satterwhite , 27881 Via De Costa, San Juan Capistrano, CA 92675

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under the circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

12. This application is accompanied by a Certificate of Good Standing or Existence, as well as a copy of the Articles of Organization, as amended, duly authenticated within the last 60 days, by the officer of the state or country wherein the LLC is formed.

13. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date also must be submitted.

14. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.



Dated NOVEMBER 12, 2008
Month & Day Year

Todd Satterwhite
Signature (Must comply with Section 5-45 of ILLCA.)

TODD SATTERWHITE - member
Name and Title (type or print)

CALIFORNIA NOTARY
ACKNOWLEDGEMENT ATTACHED
11/12/08

if applicant is a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC. Please refer to Sections 178.20(d) of the Administrative Rules.