

**APPLICATION OF**

**WiMacTel, Inc.**

**EXHIBIT I**

Articles of Organization  
&  
Secretary of State Certificate of Authority

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "WIMACTEL INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FOURTH DAY OF MAY, A.D. 2010, AT 4:56 O'CLOCK P.M.

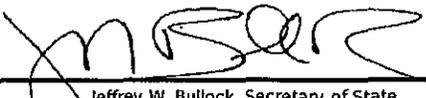
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "WIMACTEL INC.".

4819548 8100H

100492066

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7986765

DATE: 05-11-10

RECEIVED MAY 13 2010

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:13 PM 05/04/2010  
FILED 04:56 PM 05/04/2010  
SRV 100460829 - 4819548 FILE

**CERTIFICATE OF INCORPORATION  
OF  
WIMACTEL INC.**

- FIRST:** The name of the corporation is WIMaCTel Inc. (the "Corporation").
- SECOND:** The Corporation's registered office in the State of Delaware is located at 222 Delaware Avenue, 9<sup>th</sup> Floor, Wilmington, New Castle County, Delaware. The Corporation's registered agent at that address is The Delaware Corporation Agency, Inc.
- THIRD:** The purpose of the Corporation is to engage in any lawful acts or activities for which a corporation may be organized under the General Corporation Law of the State of Delaware, as amended from time to time (the "General Corporation Law").
- FOURTH:** The total number of shares of capital stock which the Corporation shall have authority to issue is Five Thousand (5,000) shares of common stock, \$.01 par value.
- FIFTH:** The name and mailing address of the incorporator are Martha H. Norton, P.O. Box 25130, Wilmington, DE 19899.
- SIXTH:** Except as otherwise provided in Section 102(b)(7) of the General Corporation Law, or in any analogous provision of any successor law, no director of the Corporation shall have personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing paragraph, or the adoption of any provision hereof inconsistent with this Article SIXTH, shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification shall not adversely affect any right or protection of any director of the Corporation existing at the time of, or increase the liability of any directors of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.
- SEVENTH:** The Corporation reserves the right to amend, alter, change and repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.
- EIGHTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, amend and repeal the By-Laws of the Corporation.

(BAY:01541909v1)

RECEIVED MAY 13 2010

NINTH: The election of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of this 4th day of May, 2010

  
Marla H. Norton, Incorporator

{BAY:01541909v1}

TOTAL P.03

RECEIVED MAY 13 2010



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MAY 28, 2010

6717-465-8

FAXXON LEGAL INFORMATION SERVICES, INC.  
2501 CHATHAM RD, STE 110  
SPRINGFIELD, IL 62704

RE WIMACTEL INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

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

FORM **BCA 13.15** (rev. Dec. 2003)  
 APPLICATION FOR AUTHORITY TO  
 TRANSACT BUSINESS IN ILLINOIS  
 Business Corporation Act

**FILED**  
**MAY 28 2010**  
**JESSE WHITE**  
**SECRETARY OF STATE**

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

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.  
**SEE NOTE 1 CONCERNING PAYMENT!**

6717.445.8  
 File #

Filing Fee \$ 150. Franchise Tax \$ 25. Penalty/Interest \$ \_\_\_\_\_ Total \$ 175. Approved: per  
 Submit in duplicate \_\_\_\_\_ Type or Print clearly in black ink \_\_\_\_\_ Do not write above this line \_\_\_\_\_

1. (a) CORPORATE NAME: WiMacTel, 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 05/04/2010; Period of Duration perpetual

3. (a) Address of the principal office, wherever located: 1882 Porter Lake Drive Suite 101  
Sarasota, FL 34240  
 (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: National Registered Agents, Inc.  

Registered Office: <u>200 West Adams Street</u>	<i>First Name</i>	<i>Middle Initial</i>	<i>Last name</i>
<u>Chicago,</u>	<i>Number</i>	<i>Street</i>	<i>Suite #</i> <small>(P.O. Box alone is not acceptable.)</small>
<i>City</i>	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

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

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	James MacKenzie	1882 Porter Lake Drive Suite 101, Sarasota, FL 34240	FL	34240
Secretary	James MacKenzie	1882 Porter Lake Drive Suite 101, Sarasota, FL 34240	FL	34240
Director	James MacKenzie	1882 Porter Lake Drive Suite 101, Sarasota, FL 34240	FL	34240
Director	John Wilson	1882 Porter Lake Drive Suite 101, Sarasota, FL 34240	FL	34240
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)

telecommunications service

8. Authorized and Issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$ .01	5,000	1,000

(If more, attach list)

9. Paid-in Capital: \$ 1,000  
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

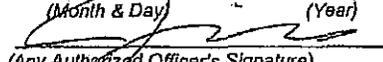
10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 0.00  
 (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 0.00  
 (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 4,800,000.00  
 (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: \$ 200,000.00

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 5/27 2010  
 (Month & Day) (Year)  
  
 (Any Authorized Officer's Signature)  
James Mackenzie, CEO/Pres  
 (Print Name and Title)

WiMacTel, 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.

RECEIVED MAY 27 2010



***First American  
Title Insurance Company***

UCC DIVISION

Phyllis Miller  
Technologies Management, Inc.  
2600 Maitland Center Parkway Suite 300  
Maitland, FL 32751

Date: June 1, 2010  
Phone: 4077408575  
Fax: 4077405990

Client Reference: WiMacTel. Inc.

Project/Item # 961926001  
Client ID # 1196508

Reference:  
**WiMacTel. Inc.**

Special Instructions:

We have filed Certificate of Authority with the Corporation Division of the Illinois, Secretary of State on the above referenced name(s) and report the following:

File Date: 5/28/2010 File Number: 6717-465-8

See Attached Acknowledgement

***COPY SENT TO COUNTY RECORDER FOR FILING***

Sincerely,

Dave Weber  
Account Representative

**We accept no liability for errors or omissions beyond reasonable care.**