

# EXHIBIT A



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

NOVEMBER 3, 2010

6725-434-1

C T CORPORATION SYSTEM  
600 S SECOND ST  
SPRINGFIELD, IL 62704

RE TELEFONICA USA, 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 13.16 (rev. Dec. 2003)  
APPLICATION FOR AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS  
Business Corporation Act

**FILED**  
NOV 8 2010

Doc#: 1030922004 Fee: \$38.00  
Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 11/05/2010 08:37 AM Pg: 1 of 2

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

JESSE WHITE  
SECRETARY OF STATE

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!**

6725.434.1  
File #

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

1. (a) CORPORATE NAME: TELEFONICA USA, 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 FLORIDA Date of Incorporation 12/17/2002 Period of Duration PERPETUAL

3. (a) Address of the principal office, wherever located: 1111 BRICKELL AVENUE 10TH FLOOR  
MIAMI, FL 33131  
(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: CT Corporation System  
Registered Office: 208 S LaSalle Street  

| First Name      | Middle Initial | Last name        |
|-----------------|----------------|------------------|
| <u>Chicago,</u> | <u>IL</u>      | <u>Suite 814</u> |
| Number          | Street         | Suite #          |
| <u>City</u>     | <u>60604</u>   | <u>Cook</u>      |
| City            | ZIP Code       | County           |

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)  
FLORIDA, NEW YORK, TEXAS, CALIFORNIA, WASHINGTON

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 |
|------------------|--|------|-------|-----|
| <u>President</u> | <u>N/A</u>   |      |       |     |
| <u>Secretary</u> | <u>JOANNA ROMANO - 1111 BRICKELL AVENUE 10TH FLOOR - MIAMI, FL 33131</u>       |      |       |     |
| <u>Director</u>  | <u>CRISTIAN ANINAT - 1111 BRICKEL AVENUE 10TH FLOOR - MIAMI, FL 33131</u>      |      |       |     |
| <u>Director</u>  | <u>ELENA GIL LIZASOAIN - 1111 BRICKELL AVENUE 10TH FLOOR - MIAMI, FL 33131</u> |      |       |     |
| <u>Director</u>  | <u>JOSE RAMON VELA - 1111 BRICKELL AVENUE 10TH FLOOR - MIAMI, FL 33131</u>     |      |       |     |

C-171.16  
11/02 - 11/26/03 CT System Office  
Director - Javier Roldan - 1111 Brickell Av. 10 Floor - Miami, FL 33131  
CFO - Victor Navarro - 1111 Brickell Av. 10 Floor - Miami, FL 33131

7984494 SO

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)  
**PROVISION OF TELECOMMUNICATION SERVICES**

8. Authorized and issued shares:

| Class                  | Series | Per Value | Number of Shares Authorized | Number of Shares Issued |
|------------------------|--------|-----------|-----------------------------|-------------------------|
| COMMON STOCK           |        | \$ 10.00  | 100                         | 100                     |
| (If more, attach list) |        |           |                             |                         |

9. Paid-in Capital: \$ 1,000.00  
 ("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: \$ 42,000,000.00  
 (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: \$ 137,000,000.00  
 (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: \$ 50,000.00

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 OCTOBER 28, 2010  
 (Month & Day) (Year)  
  
 (Any Authorized Officer's Signature)  
VICTOR H. NAVARRO - CFO  
 (Print Name and Title)

TELEFONICA USA, 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.