

ILLINOIS
COMMERCE COMMISSION

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Flash Wireless, LLC
Application for a Certificate of
Wireless Authority to Operate as a Reseller
of Telecommunications Services
throughout the State of Illinois

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Docket No.

11-0181
CLERK'S OFFICE
ICC Office Use Only

**APPLICATION FOR CERTIFICATE TO BECOME A
TELECOMMUNICATIONS CARRIER**

I. GENERAL (To be completed by All Applicants)

1. Applicant's Name (including d/b/a, if any)

Flash Wireless, LLC
1000 Progress Place NE
Concord, NC 28025
Telephone: 704-260-3000
Facsimile 704-260-3625
Toll-Free: 888-226-2141
FEIN # 45-2090193

Note: Assumed business names must be provided if and only if registered with the Illinois Secretary of State's Office.

2. Authority Requested: (Mark all that apply)

Interexchange Service (Authorities: See Sections 13-401, 13-403 and 13-404 of the IPUA)

- ___ Facilities Based Prepaid Interexchange Service
- ___ Facilities Based Non-Prepaid Interexchange Service
- ___ Resold Prepaid Interexchange Service
- ___ Resold Non-Prepaid Interexchange Service
- ___ Interexchange Public Pay Telephone Service

Local Exchange Service (Authorities: See Sections 13-401, 13-404, and 13-405 of the IPUA)

- ___ Facilities Based Prepaid Local Exchange Service
- ___ Facilities Based Non-Prepaid Local Exchange Service
- ___ Resold Prepaid Local Exchange Service
- ___ Resold Non-Prepaid Local Exchange Service
- ___ Local Exchange Public Pay Telephone Service

Cellular Radio/Wireless Telephone Service (*Authorities: See Section 13-401 of the IPUA*)

- _____ FCC Permitted or Licensed Prepaid Cellular Radio/Wireless Telephone Service
- _____ FCC Permitted or Licensed Non-Prepaid Cellular Radio/Wireless Telephone Svc.
- _____ Resold Prepaid Cellular Radio/Wireless Telephone Service
- _____ Resold Non-Prepaid Cellular Radio/Wireless Telephone Service

_____ Other Telecommunications Services (Specify) (*Authorities: See Section 13-401 of the IPUA*)

3. For each service that the Applicant is requesting authority to provide, please specify the area or areas of the State for which the applicant is seeking authority to provide such service and the services (as designed in question 2 above) that will be provided in each area.

The Applicant proposes to offer wireless service statewide.

4. Contact Information - Please provide contact information, including name(s), address(es), telephone number(s), and e-mail address(es), for personnel or entities responsible for the areas below:

- a) Issues related to processing this application;

Sharon Thomas, Consultant to Flash Wireless, LLC
Technologies Management, Inc.
2600 Maitland Center Parkway Suite 300
Maitland, FL 32751
Telephone: 407-740-3031
Facsimile: 407-740-0613
Email: sthomas@tminc.com

- b) Designated agent (*Note: Applicants must have an Illinois In-State Designated Agent listed. An additional Out-of-State Designate Agent is permitted, but not required.*)

CT Corporation System
208 So LaSalle St., Suite 814
Chicago, IL 60604
Phone: 312-263-1414

c) Business Operations (*Note: The contact numbers reported in this questionnaire are intended to be used by the ICC Staff to contact the Applicant as issues arise. They are not intended to be contact numbers used by customers or the general public. If separate contacts apply for different issue areas, please report the separate numbers by issue below.*)

i) Consumer issues;

Janet Barner
Flash Wireless, LLC
1000 Progress Place NE
Concord, NC 28025
Telephone: 704-260-3526
Facsimile 704-260-3625
Email: jbarner@acninc.com

ii) Customer complaint resolution;

Janet Barner
Flash Wireless, LLC
1000 Progress Place NE
Concord, NC 28025
Telephone: 704-260-3526
Facsimile 704-260-3625
Email: jbarner@acninc.com

iii) Technical and service quality issues;

Gio Nicita
Flash Wireless, LLC.
1000 Progress Place NE
Concord, NC 28025
Telephone: 704-260-3521
Facsimile 704-260-3625
Email: gnicita@acninc.com

iv) "Tariff" and pricing issues;

Janet Barner
Flash Wireless, LLC
1000 Progress Place NE
Concord, NC 28025
Telephone: 704-260-3526
Facsimile 704-260-3625
Email: jbarner@acninc.com

v) 9-1-1 issues;

Gio Nicita
Flash Wireless, LLC.
1000 Progress Place NE
Concord, NC 28025
Telephone: 704-260-3706
Facsimile 704-260-3625
Email: gnicita@acninc.com

vi) Security/law enforcement issues;

Jeremy Smuckler
Flash Wireless, LLC.
1000 Progress Place NE
Concord, NC 28025
Telephone: 704-260-3000
Facsimile 704-260-3625
Email: jsmockle@acninc.com

vii) Regulatory issues;

Anthony Solomon
Flash Wireless, LLC.
1000 Progress Place NE
Concord, NC 28025
Telephone: 704-260-3000
Facsimile 704-260-3625
Email: asolomon@acninc.com

Note: To avoid possible revocation of service authority, the name and contact information above must be kept current. Changes in the applicants Designated Agent(s) should be directed to the Chief Clerk's Office of the ICC at 217-782-7434. All other changes should be directed to the Telecommunications Division of the ICC at 217-524-5073.

5. How is the Applicant organized?

Individual

Partnership

Corporation:

Date Corporation was formed:

State of incorporation:

Other (Specify) Limited Liability Company

-)
6. Please attach a copy of articles of incorporation. Applicants that are not Illinois corporations should also submit a copy of its Certificate of Authority to Transact Business in Illinois as issued by the Secretary of State.

Please see Exhibit A.

7. Has the Applicant been issued by the Federal Communications Commission a construction permit or an operating license to construct or operate a cellular radio system in the areas, or a portion of the area, for which the Applicant seeks a Certificate of Service Authority?

YES NO

If YES, please provide all relevant license or permit numbers:

II. MANAGERIAL (To be completed by All Applicants except Wireless Applicants)

NOT APPLICABLE

1. Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This may be in narrative form, in the form of resumes of key personnel, or a combination of these forms.

2. Please attach a current organization chart.

3. List officers of Applicant.

4. Does the Applicant currently, or has it in the past, held a certificate from the Illinois Commerce Commission?

_____ YES _____ NO

5. Does the Applicant currently, or has it in the past, provided service under any other name in Illinois?

_____ YES _____ NO

If YES, please provide all other names under which service is being or has been provided.

6. Is any affiliate of the Applicant providing, or has any affiliate provided, service in Illinois?

_____ YES _____ NO

If YES, please provide the names of all affiliates under which service is being or has been provided in Illinois.

7. Has the Applicant, or any principal in Applicant, been denied a Certificate of Service or had its certification revoked or suspended in Illinois under this or another name?

_____ YES _____ NO

If YES, describe fully.

8. Have there been any complaints or judgments levied against the Applicant in Illinois in this or another name?

_____ YES _____ NO

If YES, describe fully.

9. List jurisdictions other than Illinois in which the Applicant is offering service(s).

10. Has the Applicant, or any principal of the Applicant, been denied a Certificate of Service or had its certification revoked in any jurisdiction other than Illinois under this or another name?

_____ YES _____ NO

If YES, describe fully.

11. Have there been any complaints or judgments levied against the Applicant in any jurisdiction other than Illinois in this or another name?

_____ YES _____ NO

If YES, describe fully.

12. Does any officer of Applicant have an ownership or other interest in any other entity which has provided or is currently providing telecommunications services? _____ YES _____ NO

If YES, please list, by officer, each entity in which the officer has an ownership or other interest.

13. How will Applicant bill for its service(s)? (At a minimum, describe how often the Applicant will bill for service and details of the billing statement.)

14. How does Applicant propose to handle service, billing, and repair complaints? (At a minimum, describe Applicant's internal process for complaint resolution, the complaint escalation process, and the timeframe and process by which the customer is notified by Applicant that they may seek assistance from the Commission.)

15. Will personnel be available at Applicant's business office during regular working hours to respond to inquiries about service or billing? _____ YES _____ NO

16. What telephone number(s) would a customer use to contact the Applicant?

17. If granted authority to operate as provider of anything other than a Pay Telephone service, will the applicant file tariffs prior to providing service in Illinois and within 2 years of Application approval?

_____ YES _____ NO

18. How many employees does the Applicant employ? _____

19. Has the Applicant reviewed all ICC rules applicable to the services it seeks to provide?

_____ YES _____ NO

Note: See <http://www.ilga.gov/commission/jcar/admincode/083/083parts.html> for the ICC's Title 83: Public Utility Rules.

Will the Applicant abide by all ICC rules applicable to the services it seeks to provide?

_____ YES _____ NO

20. If granted the authority to operate as a telecommunications provider, will the Applicant comply with all the applicable filing requirements listed in Appendix A?

_____ YES _____ NO

21. If granted the authority to operate as a telecommunications provider, will the applicant remit all applicable taxes, contributions, or other assessments specified in Appendix A?

_____ YES _____ NO

III. FINANCIAL (To be completed by All Applicants except Wireless Applicants)

NOT APPLICABLE

1. Please attach evidence of Applicant's financial fitness through the submission of its most current income statement, balance sheet, chart of accounts and any other appropriate documentation of applicant's financial resources and ability to provide service.

2. Does the Applicant have a financial relationship with any other companies?

_____ YES _____ NO

If YES, please provide the names of all companies with which the Applicant has a financial relationship and a brief explanation of the relationship.

3. Will the Applicant keep its books and records in Illinois? _____ YES _____ NO

Note: If the Applicant will not keep its books and records in Illinois, then the Applicant must request a waiver of Code Part 250.

4. Has the applicant or any other company with which the Applicant has a financial arrangement filed for bankruptcy within the last 7 years?

_____ YES _____ NO

If YES, please explain:

TECHNICAL (To be completed by All Applicants except Wireless Applicants)

NOT APPLICABLE

1. Please describe the nature of service to be provided (e.g., operator services, internet, debit cards, long distance service, data services, local service, prepaid local service).

2. Does Applicant utilize its own equipment and/or facilities? _____ YES _____ NO

If YES, please provide a brief description of the facilities Applicant owns and intends to utilize.

If YES, please explain what services will be offered with these facilities and where the Applicant will utilize its own facilities.

If YES, please include evidence that Applicant possesses the necessary technical resources to deploy and maintain the said facilities.

If YES, and if the Applicant is a switch based provider, please provide an attachment that includes the following information regarding each switch: (i) switch type, (ii) address, (iii) CLLI code, (iv) location of remotes or POIs, and (v) any tandems to which the switch is homed.

3. Does Applicant lease equipment and/or facilities? _____ YES _____ NO

If YES, please provide a brief description of the facilities the Applicant leases and the entity or entities from which such equipment or facilities are leased.

If YES, please explain what services will be provided with these facilities and where the Applicant will utilize these leased facilities.

If YES, please include evidence that Applicant possesses the necessary technical resources to maintain and operate said facilities.

4. Does Applicant resell services? _____ YES _____ NO

If YES, please provide a brief description of the entity or entities from which wholesale service is purchased.

If YES, please explain what services will be provided through resale and where the Applicant will provide resold services.

5. Does the Applicant provide its own repair service?

_____ YES _____ NO

If NO, please provide the name of the entity or entities providing repair service for the Applicant.

6. Will technical personnel be available at all times to assist customers with service problems?

YES NO

If NO, please provide the hours of assistance.

7. If Applicant intends to provide Public Pay Telephone service, will the equipment utilized comply with FCC requirements and Finding (9) of the Commission Order entered in Docket No. 84-0442 on June 11, 1986, including, but not limited to: (a) touch dialing; (b) access to 9-1-1 and "0" operator dialing without use of a coin; (c) rules governing use of payphones by disabled persons; (d) ability to complete local and long-distance calls; (e) unlimited duration for local calls; and (f) a message explaining the telephone's general operations, dialing instructions for emergency assistance, payphone owner's name, method of reporting service problems and method of receiving credit for faulty calls? YES NO

8. If Applicant intends to provide Public Pay Telephone service, please explain the method the Applicant will used to comply with Section 771.330 of the ICC's rules.

Note: See <http://www.ilga.gov/commission/jcar/admincode/083/08300771sections.html> for the ICC's Pay Telephone Service Provider rules.

V. WAIVERS (To be completed by All Applicants except Wireless Applicants)

NOT APPLICABLE

Note: If Applicant is seeking any waivers or variances of Commission rules and regulations in this proceeding, then, other than when explained below, please attach an explanation of why the Applicant is seeking any waiver or variance.

Local Exchange Service authority applicants under Sections 13-401, 13-404 and/or 13-405 generally seek waivers of Part 710, Section 735.180 of Part 735 and Part 250. Additionally, a waiver from Parts 730.115 and 732.60 may be requested for those applicants that will only be providing data services.

Interexchange Service authority applicants under Sections 13-401, 13-403 and 13-404 generally request waivers of Parts 710, 735 and 250 of Title 83 of the Illinois Administrative Code

Public Pay Telephone Service authority applicants under Sections 13-401, 13-403, 13-404, and/or 13-405 generally request waivers of Parts 710, 735 and 250 of Title 83 of the Illinois Administrative Code

Local Exchange Service Please indicate which waivers Applicant is requesting.

_____ Part 710 Uniform System of Accounts for Telecommunications Carriers

_____ Part 735.180 Directories (within Part 735 Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Local Exchange Telecommunications Carriers in the State of Illinois)

_____ Part 730.115 and 732.60 Service Quality and Customer Credit Quarterly Reporting – Waiver is available for carriers providing Data Services only. (ref. 13-517c)

_____ Part 250 Public Utility Books and Accounts (maintaining books and records out of state)

_____ Others (Please indicate which additional waivers Applicant is requesting and explain why Applicant is requesting each waiver/variance)

Interexchange Service Please indicate which waivers Applicant is requesting.

_____ Part 710 Uniform System of Accounts for Telecommunications Carriers

_____ Part 735 Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Local Exchange Telecommunications Carriers in the State of Illinois

_____ Part 250 Public Utility Books and Accounts (maintaining books and records out of state)

_____ Others (Please indicate which additional waivers Applicant is requesting and explain why Applicant is requesting each waiver/variance)

Local and Interexchange Public Pay Telephone Service Please indicate which waivers Applicant is requesting.

_____ Part 710 Uniform System of Accounts for Telecommunications Carriers

_____ Part 735 Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Local Exchange Telecommunications Carriers in the State of Illinois

_____ Part 250 Public Utility Books and Accounts (maintaining books and records out of state)

_____ Others (Please indicate which additional waivers Applicant is requesting and explain why Applicant is requesting each waiver/variance)

1. If the Applicant is requesting a waiver of Part 710, what circumstances warrant a departure from the prescribed Uniform System of Accounts ("USOA")?
2. If the Applicant is requesting a waiver of Part 710, then will records be maintained in accordance with Generally Accepted Accounting Principles ("GAAP")?

_____ YES _____ NO

3. If the Applicant is requesting a waiver of Part 710, then will applicants accounting system provide an equivalent portrayal of operating results and financial condition as the USOA?

_____ YES _____ NO

4. If the Applicant is requesting a waiver of Part 710, then will applicant maintain its records in sufficient detail to facilitate the calculation of all applicable taxes and surcharges?

_____ YES _____ NO

5. If the Applicant is requesting a waiver of Part 710, then does the accounting system currently in use by Applicant provide sufficiently detailed data for the preparation of Illinois Gross Receipts Tax returns?

_____ YES _____ NO

If YES, What specific accounts or sub-accounts provide this da

6. If the Applicant is requesting a waiver of Part 710, then will the Applicant provide annual audited statements when required or requested subsequent to granting of the waiver?

_____ YES _____ NO

Note: See <http://www.icc.illinois.gov/forms/results.aspx?st=3&t=2> for Annual Reports instructions for detail.

If the Applicant is requesting a waiver of Part 710, does the Applicant understand that the requested waiver of Part 710 will not excuse it from compliance with future Commission rules or amendments to Part 710 otherwise applicable to the Company?

_____ YES _____ NO

TELEPHONE ASSISTANCE PROGRAMS (To be completed by Local Exchange Service Applicants)

NOT APPLICABLE

1. Has the Applicant signed and returned the ITAC Membership Application and Agreement to Commission Staff?

_____ YES _____ NO

Note: See <http://www.icc.illinois.gov/telecommunications/Certification.aspx> for application forms.

2. Will the Applicant's billing system be able to distinguish between resale and facilities based service for the collection of the ITAC line charge?

_____ YES _____ NO

3. Has the Applicant signed and returned the Universal Telephone Access Corporation (UTAC) - Membership Application to Commission Staff?

_____ YES _____ NO

Note: See <http://www.icc.illinois.gov/telecommunications/Certification.aspx> for application forms.

4. Will the Applicant solicit, collect, and remit the voluntary contributions from its telephone subscribers to support the Telephone Assistance Programs?

_____ YES _____ NO

5. Does the Applicant realize that it will not be able to receive any of the federal reimbursements for the Lifeline and Link-Up Programs if it is not an eligible carrier?

_____ YES _____ NO

6. Does the Applicant plan on filing to become an Eligible Telecommunications Carrier?

_____ YES _____ NO

VI. 911 SERVICE (To be completed by Local Exchange Service Applicants)

NOT APPLICABLE

1. Will the Applicant ensure that 911 traffic is handled in accordance with the 83 Illinois Administrative Code Part 725 and the Emergency Telephone System Act?

_____ YES _____ NO

Note: See <http://www.icc.illinois.gov/911/> for links to the Emergency Telephone System Act and other 911 related rules and regulations.

2. Who will be responsible for building and maintaining the 911 database for your local exchange customers?
3. How often will the Applicant update the 911 database with customer information?
4. Please explain the procedures the Applicant will use to collect 911 surcharges and transmit them to the local 911 systems.

VII. PREPAID SERVICE (To be completed by Local Exchange Service Applicants that Provide Prepaid Service)

NOT APPLICABLE

1. Will customers have the ability to sign up with any long distance company they choose?

_____ YES _____ NO

2. Will customers have the ability to use dial around long distance companies?

_____ YES _____ NO

3. Will customers have access to the Illinois Relay Service?

_____ YES _____ NO

4. Will customers be able to make 1-800 calls for free?

_____ YES _____ NO

5. Will the Applicant offer operator services?

_____ YES _____ NO

6. Please describe how applicant plans to collect the monthly fee to be paid in advance.

7. Will customers' monthly bills show a breakdown of services, features, surcharges, taxes, etc.?

_____ YES _____ NO

8. Will customers pay an installation fee?

YES NO

If YES, will payment arrangements be offered for the installation fee?

YES NO

9. Will telephone service be in the Applicant's name or the customer's name?

YES NO

If YES, please describe how information will appear in data bases, such as 9-1-1, directory assistance, etc.?

10. Will applicant offer prepaid service as a monthly service or as a usage service?

Monthly Usage

11. Will applicant provide a warning when the remaining value of service is about to cease?

YES NO

If YES, is the customer given more than one notice of the remaining value of service?

YES NO

If YES, how much advance notice is given to the customer of the remaining value of service?

12. If the customer is in the middle of a call will they be disconnected when the remaining value of service has expired?

YES NO

If YES, are customers made aware of potentially being disconnected during a call when the remaining value of service expires?

YES NO

13. When does the timing of a call start?

14. If the person called does not answer, is any time deducted from the customer's account?

YES NO

15. Will there be any other instances in which the Company would disconnect a customer, other than running out of prepaid time?

YES NO

If YES, please explain.

16. When a customer runs out of time is their phone immediately disconnected or on suspension?

_____ YES _____ NO

If YES, will they still be able to receive calls?

_____ YES _____ NO

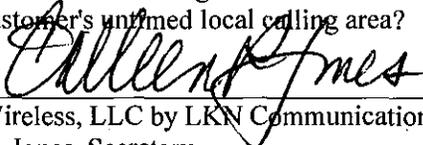
17. Are the Applicant's services available to TTY callers?

_____ YES _____ NO

18. How will the Applicant handle a complaint from a customer who disputes the amount of time used or remaining?

19. The Public Utilities Act requires a local calling area that has no time or duration charges. How will the Applicant define each customer's untimed local calling area?

By:


Flash Wireless, LLC by LKN Communications, Inc. its managing member
Colleen Jones, Secretary

VERIFICATION

This application shall be verified under oath.

OATH

State of North Carolina)
)
County of Cabarrus) ss.

Colleen Jones, makes oath and says that she is Secretary of LKN Communications, Inc., the managing member of Flash Wireless, LLC. That he has examined the foregoing application and that to the best of his knowledge, information, and belief, all statements of fact contained in the said application are true, and the said application is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.



Flash Wireless, LLC by LKN Communications, Inc. its managing member
Colleen Jones, Secretary

Subscribed and sworn to before me, a Notary Public

EXECUTIVE SECRETARY
(Title of person authorized to administer oaths)

in the State and County above named, this 6 day of June, 2011

State - N.C.
County - Cabarrus

Mary D. Crowley
(Signature of person authorized to administer oath)

Mary D. Crowley
My commission expires April 12, 2016

Exhibit A
Certificate of Formation
&
Secretary of State Authority



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MAY 06, 2011

0355430-9

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

RE FLASH WIRELESS, LLC

DEAR SIR OR MADAM:

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

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS MONTH OF QUALIFICATION NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR REVOCATION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

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

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

03554309
05/06/11

LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: Acquire, hold, sell or otherwise deal with various investments for profit; and to engage in, promote, conduct and carry on any lawful acts or activities.

10. The Limited Liability Company: (check one)

a. is managed by the manager(s) (List names and addresses.)

b. has management vested in the members(s) (List names and addresses.)

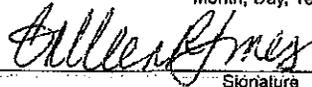
LKN Communications, Inc. - 1000 Progress Place, Concord, NC 28025-2449

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under 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, duly authenticated within the last 60 days, by the officer of the state or county wherein the LLC is formed.

13. 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: April 29, 2011
Month, Day, Year



Flash Wireless, LLC by LKN Communications, Inc.
its managing member.

Colleen Jones, Secretary
Name and Title (type or print)

LKN Communications, Inc.
If applicant is signing for a Company or other Entity, state Name
of Company and indicate whether it is a member or manager of the LLC.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "FLASH WIRELESS, LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MARCH, A.D. 2011, AT 1:07 O'CLOCK P.M.



4955257 8100

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8633286

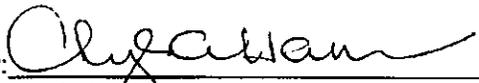
DATE: 03-18-11

FLASH WIRELESS, LLC
CERTIFICATE OF FORMATION
STATE OF DELAWARE
LIMITED LIABILITY COMPANY

Pursuant to Section 18-201 of the Delaware Limited Liability Company Act (the "Act"), the undersigned, being duly authorized to execute and file this Certificate of Formation, hereby certifies to the State of Delaware that:

- FIRST:** The name of the limited liability company is Flash Wireless, LLC (the "Company").
- SECOND:** The address of the Company's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Company's registered agent as such address is The Corporation Trust Company.
- THIRD:** The purposes of the Company shall be to acquire, hold, sell or otherwise deal with various investments for profit; and to engage in, promote, conduct and carry on any lawful acts or activities for which limited liability companies may be formed under the laws of the State of Delaware.
- FOURTH:** The affairs of the Company and the conduct of its business shall be governed by the provisions of a limited liability company agreement, as that term is defined in the Act (the "Operating Agreement").
- FIFTH:** The authority of any Member of the Company to act for or on behalf of the Company, solely by virtue of such Member's status as a Member, is limited as set forth in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of March 17, 2011, to be effective as of the date filed by the office of the Secretary of State.

By: 
Authorized Person(s)

Name: Cheryl A. Hansen, Authorized Person
Typed or Printed