

Lycamobile USA Inc. :
:
Application for a certificate of :
Wireless Authority to operate as a :
reseller of telecommunications services :
throughout the State of Illinois. :

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) FEIN # 99-0374502

Lycamobile USA Inc.

Address: Street 570 Broad Street, Suite 301

City Newark State/Zip 07102

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.

Lycamobile intends to provide service as a mobile virtual network operator (MVNO), beginning with a roll-out of prepaid mobile telecommunications services on a resale basis to customers across the United States. The Company requests authority to provide service throughout the State of Illinois.

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:

See Exhibit 1.

- a) Issues related to processing this application:
- 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.*)
- 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;
 - ii) Customer complaint resolution;
 - iii) Technical and service quality issues;
 - iv) "Tariff" and pricing issues;
 - v) 9-1-1 issues;
 - vi) Security/law enforcement issues;
 - vii) Regulatory issues.

Note: 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.

How is the Applicant organized?

Individual

Partnership

Corporation:

Date Corporation was formed: May 6, 2011

State of incorporation: Delaware

Other (Specify) _____

5. 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.

See Exhibit 2.

6. 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:

8. Does applicant represent that it will comply with all current and future applicable Illinois and Federal laws, rules, and regulations?

YES NO

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

WIRELESS APPLICANT/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.

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

_____ YES _____ NO

21. 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

22. 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 Cellular Radio/Wireless Applicants)

WIRELESS APPLICANT/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: _____

IV. TECHNICAL (To be completed by All Applicants except Cellular Radio/Wireless Applicants)

WIRELESS APPLICANT/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 use 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 Cellular Radio/Wireless Applicants)

WIRELESS APPLICANT/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 data?

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.

7. 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

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

WIRELESS APPLICANT/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

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

WIRELESS APPLICANT/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.

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

WIRELESS APPLICANT/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?

Lycamobile USA Inc.

By: 

Winafred Brantl
Kelley Drye & Warren LLP
3050 K Street, NW #400
Washington, DC 20007
(202) 342-8819
(202) 342-8451 (fax)
wbrantl@kelleydrye.com

Counsel for Lycamobile USA Inc.

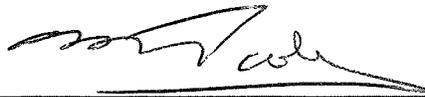
VERIFICATION

This application shall be verified under oath.

OATH

State of ENGLAND)
County of LONDON) ss

Christopher Tooley makes oath and says that he is the President of Lycamobile USA Inc.; 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.



(Signature of affiant)

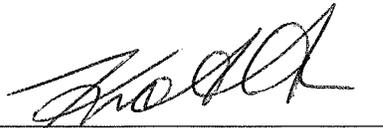
Subscribed and sworn to before me, a Notary Public/

MR KUDDUS ALI

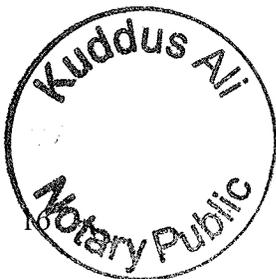
(Title of person authorized to administer oaths)

in the State and County above named, this 8th day of March, 2012

Kuddus Ali
Notary Public
2 Whitechapel Road
London E1 1EW
England and Wales



(Signature of person authorized to administer oath)



APOSTILLE (Convention de La Haye du 5 octobre 1961)	
1. Country: Pays/Pais	United Kingdom of Great Britain and Northern Ireland
This public document Le présent acte public / El presente documento público	
2. Has been signed by a été signé par ha sido firmado por	Kuddus Ali
3. Acting in the capacity of agissant en qualité de quien actúa en calidad de	Notary Public
4. Bears the seal/stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de	The Said Notary Public
Certified Attesté / Certificado	
5. at à / en	London
6. the le / el día	08 March 2012
7. by par / por	Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs
8. Number sous no / bajo el número	J169557
9. Seal / stamp: Sceau / timbre: Sello / timbre:	
10. Signature: Signature: Firma:	J. Casey 

This Apostille is not to be used in the UK and only confirms the authenticity of the signature, seal or stamp on the attached UK public document. It does not confirm the authenticity of the underlying document. Apostilles attached to documents that have been photocopied and certified in the UK confirm the signature of the UK public official who conducted the certification only. It does not authenticate either the signature on the original document or the contents of the original document in any way.

If this document is to be used in a country which is not party to the Hague Convention of 5th October 1961, it should be presented to the consular section of the mission representing that country.

EXHIBIT 1

Contacts

Issues related to processing this application:

Winafred Brantl
Kelley Drye & Warren LLP
3050 K Street, NW #400
Washington, DC 20007
(202) 342-8819
(202) 342-8451 (fax)
wbrantl@kelleydrye.com
Counsel for Lycamobile USA Inc.

Designated agent:

Paracorp Incorporated
901 South 2nd Street, Suite 201
Springfield, IL 62704
(800) 533-7272
paracorp@myparacorp.com

Business Operations:

Abhay Kangle
LycaTel LLC
570 Broad Street, Suite 301
Newark, NJ 07102
(973) 820-4372
(973) 286-0773 (fax)
abhay.k@lycatel.com

EXHIBIT 2

**Articles of Incorporation
and
Certificate of Authority to Transact Business in Illinois**

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LYCAMOBILE USA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LYCAMOBILE USA INC." WAS INCORPORATED ON THE SIXTH DAY OF MAY, A.D. 2011.

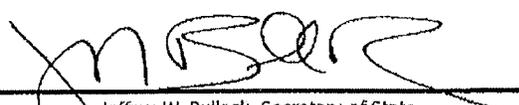
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4978910 8300

120213256

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9385359

DATE: 02-23-12

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 "LYCAMOBILE USA INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF MAY, A.D. 2011, AT 12:08 O'CLOCK P.M.

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

4978910 8100H

120213256



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9385360

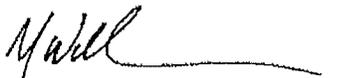
DATE: 02-23-12

CERTIFICATE OF INCORPORATION
OF

Lycamobile USA Inc.

- FIRST:** The name of the corporation is: **Lycamobile USA Inc.**
- SECOND:** The address of the registered office of the corporation in the State of Delaware is located at:
108 West 13th Street, Wilmington, Delaware 19801
Located in the County of New Castle
The name of the registered agent at that address is:
Business Filings Incorporated
- THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.
- FOURTH:** The total number of shares of stock which the corporation is authorized to issue is 200 shares of common stock having a \$1.00 par value.
- FIFTH:** No director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clause shall not apply to any liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which the director derived an improper personal benefit. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the time this Article became effective.
- SIXTH:** The name and address of the incorporator is The Delaware Company, USA, 8040 Excelsior Dr., Suite 200 Madison, WI 53717.

I, the undersigned, being the incorporator, for the purpose of forming a corporation under the laws of the State of Delaware do make, file, and record this Certificate of Incorporation and do certify that the facts herein are true.



The Delaware Company, USA, Incorporator
Mark Williams, A.V.P.

Dated: May 6, 2011



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 21, 2012

6826-098-1

PARASEC

2804 Gateway Oaks Drive, #200
Sacramento, CA 95833
800.533.7272

RE LYCAMOBILE 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.

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,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

FILED

MAR 21 2012

JESSE WHITE
SECRETARY OF STATE

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

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

6926.0984
File #

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

1. (a) CORPORATE NAME: Lycamobile 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 DE Date of Incorporation 05/06/2011 Period of Duration Perpetual

3. (a) Address of the principal office, wherever located: 570 Broad Street, Suite 801 Newark New Jersey 07102
(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: Paracorp Incorporated
First Name Middle Initial Last Name
Registered Office: 901 South 2nd Street Suite 201
Number Street Suite #
Springfield 62704 IL
City ZIP Code County

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

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	Chris Donald Michael Tooley	3/F Walbrook Building, 195 Marsh Wall	London	E14 5G	
Secretary	Chris Donald Michael Tooley	3/F Walbrook Building, 195 Marsh Wall	London	E14 5G	
Director	Chris Donald Michael Tooley	3/F Walbrook Building, 195 Marsh Wall	London	E14 5G	
Director					
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)

More specifically Lycoamobile USA Inc will be providing communications, particularly mobile telecoms communications services to its customers.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
common		\$1.00	200	200

(If more, attach list)

9. Paid-In Capital: \$ 200
("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: \$ 5M
(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: \$ zero (current plans)
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 60M
(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: \$ 6M

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 March 08 2012
(Month & Day) (Year)

Lycoamobile USA Inc.
(Exact Name of Corporation)

(Any Authorized Officer's Signature)

Christopher Teoley, Director & President

(Print Name and Title)

* 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.