

RESPONSE TO #6: ARTICLES OF ORGANIZATION AND CERTIFICATE OF AUTHORITY

Delaware

PAGE 1

The First State

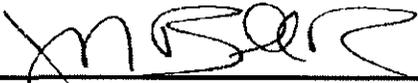
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "NEXT ANGEL LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JANUARY, A.D. 2013, AT 4:38 O'CLOCK P.M.



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130046787

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0143067

DATE: 01-14-13

CERTIFICATE OF FORMATION

OF

NEXT ANGEL LLC

The undersigned, an authorized natural person, represents that the undersigned desires to form a limited liability company pursuant to the Delaware Limited Liability Company Act, Del. Code Ann. Title 6, Chapter 18 (the "Act") and that the undersigned has executed this Certificate in compliance with the requirements of the Act. The undersigned further states that:

1. The name of the limited liability company is **NEXT ANGEL LLC** (the "Company").
2. The address of the registered office of the Company in the State of Delaware and the name and address of the registered agent of the Company required to be maintained by Section 18-104 of the Act at such address are as follows:

National Registered Agents, Inc.
160 Greentree Drive, Suite 101
Kent County
Dover, Delaware 19904

IN WITNESS WHEREOF, the undersigned, being an authorized person within the meaning of Section 18-201(a) of the Act, has executed this Certificate of Formation this 14th day of January, 2013.

/s/ Jed E. Freeland

Jed E. Freeland, Authorized Person

Delaware

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The First State

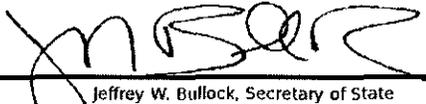
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NEXT ANGEL LLC", CHANGING ITS NAME FROM "NEXT ANGEL LLC" TO "ANGEL AMERICAS LLC", FILED IN THIS OFFICE ON THE TENTH DAY OF JULY, A.D. 2013, AT 12:09 O'CLOCK P.M.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0576876

DATE: 07-11-13

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT**

1. Name of Limited Liability Company: NEXT ANGEL LLC
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

The name of the limited liability company is ANGEL AMERICAS LLC (the "Company").

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 10th day of July, 2013.

/s/ Daniel A. Wuersch
Daniel A. Wuersch, Authorized Person



OFFICE OF THE SECRETARY OF STATE

AUGUST 21, 2013

JESSE WHITE • Secretary of State

0441919-7

NATIONAL REGISTERED AGENTS INC
200 WEST ADAMS STREET
CHICAGO, IL 60606-0000

RE ANGEL AMERICAS 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

Form **LLC-45.5**
May 2012

Secretary of State
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, C.P.A.'s check or money order payable to Secretary of State.

Illinois
Limited Liability Company Act
Application for Admission to
Transact Business

SUBMIT IN DUPLICATE

Type or Print Clearly.

This space for use by Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: 

FILE # 07441-919-7
This space for use by Secretary of State.

FILED

AUG 21 2013

JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company Name: Angel Americas LLC

2. Assumed Name: _____
(This item is only applicable if the company name in item 1 is not available for use in Illinois, in which case form LLC 1.20 must be completed and submitted with this application.)

3. Jurisdiction of Organization: Delaware

4. Date of Organization: January 14, 2013

5. Period of Duration: Perpetual
(Enter Perpetual unless there is a Date of Dissolution provided in the agreement, in which case enter that date.)

6. Address 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.)

160 Greentree Drive, Suite 101
Number Street Suite #
Dover, DE 19904
City, State ZIP Code

7. Registered Agent: National Registered Agents, Inc.
First Name Middle Name Last Name

Registered Office: 200 West Adams Street
(P.O. Box alone or c/o is unacceptable.) Number Street Suite #
Chicago Illinois 60606
City Zip Code

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

(continued on back)

LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business In Illinois: _____

Provider of Telecommunication Services

10. The Limited Liability Company: (check one)

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

Roland Bopp, CEO 1250 Broadway, 25th Floor New York, NY 10001

Marcel Schuster, CFO 1250 Broadway, 25th Floor New York, NY 10001

Tillman Zschucke, CTO 1250 Broadway, 25th Floor New York, NY 10001

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

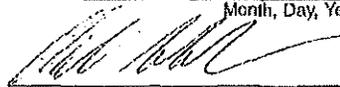
11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

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 country 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: 08/19/2013

Month, Day, Year



Signature

Marcel Schuster, CFO

Name and Title (type or print)

Angel Telecom (USA) Inc. - Majority Member

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 "ANGEL AMERICAS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JULY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ANGEL AMERICAS LLC" WAS FORMED ON THE FOURTEENTH DAY OF JANUARY, A.D. 2013.

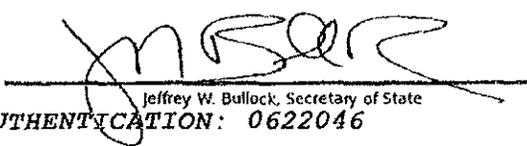
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5274301 8300

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at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0622046

DATE: 07-29-13

RESPONSE TO #20: INCOME STATEMENT AND BALANCE SHEET

Angel Americas LLC
Consolidated Statement of Operations
Year Ended June 30, 2013

Net revenues	\$ 35,023,265
Costs of revenues	<u>28,087,079</u>
Gross profit	6,936,187
Selling and other operating, general and administrative expenses	<u>8,170,447</u>
Profit (loss) before depreciation and amortization expense	(1,234,260)
Depreciation and amortization expense	<u>237,500</u>
Operating loss	(1,471,760)
Interest expense (income), net	<u>33,177</u>
Net loss before provision for income taxes	(1,504,937)
Provision for income taxes	<u>-</u>
Net loss	<u><u>\$ (1,504,937)</u></u>

 **CONFIDENTIAL**

Angel Americas LLC
Consolidated Balance Sheet
As of June 30, 2013

ASSETS

Current Assets

Cash and cash equivalents	\$ 47,261
Accounts receivable (net of allowance for doubtful accounts of \$942,972)	3,477,883
Inventory	153,703
Due from Vivaro	718,349
Due from Vivaro (Catalina note receivable)	1,175,000
Due from Vivaro (excluded accounts receivable)	835,000
Prepaid expenses and other current assets	<u>199,318</u>

Total current assets 6,606,514

Property, equipment and software, net	1,276,980
Security deposits and other assets	15,202
Intangible assets	<u>9,126,399</u>

Total assets \$ 17,025,096



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LIABILITIES AND MEMBERS' CAPITAL

Current liabilities

Accounts payable and accrued expenses	\$ 3,637,189
Deferred revenue	5,634,149
Due to parent, net	100,000
Note payable - Vivaro	1,180,667
Other current liabilities	<u>39,564</u>

Total current liabilities 10,591,569

Long-term liabilities

Taxes and regulatory payable	775,517
Deferred rent	<u>12,947</u>

Total liabilities 11,380,033

Commitments and contingencies

Members' capital

Members' capital	7,150,000
Accumulated deficit	<u>(1,504,937)</u>

Total members' capital 5,645,063

Total liabilities and members' capital \$ 17,025,096

RESPONSE TO #24: FRONT AND BACKS OF ALL CARDS

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