Exhibit B

ARTICLES OF INCORPORATION
AND CERTIFICATE OF AUTHORITY FOR THE STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MAY 20, 2002 6223-267-6

NOWALSKY BRONSTON & GOTHARD
SHEREE G WEST
3500 N CAUSEWAY BLVD, STE 1442
METAIRIE, LA 70002

RE AIRESPRING, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

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

0020678450

6223-2676

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

This space for use by Secretary of State

FILED
MAY 20 2002
JESSE WHITE
SECRETARY OF STATE

This space for use by Secretary of State

Date 5-20-02
License Fee $
Franchise Tax $ 25.00
Filing Fee $ 75.00
Penalties $
Approved: $ 100.00

1. (a) CORPORATE NAME: Airespring, 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. (a) State or Country of Incorporation: Delaware
(b) Date of Incorporation: 5/24/01
(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located:
4825 Gaynor Avenue
Encino, CA 91436

(b) Address of principal office in Illinois: (If none, so state)
none

4. Name and address of the registered agent and registered office in Illinois.

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

Registered Office: 208 South LaSalle Street, Suite 1855
Number *Street* *Suite #*

Chicago, IL 60604 County of Cook
City *ZIP Code* *County*

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

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	Avi Lonstein,	4825 Gaynor Avenue, Encino, CA 91436			
Secretary	Avi Lonstein,	4825 Gaynor Avenue, Encino, CA 91436			
Director	Avi Lonstein,	4825 Gaynor Avenue, Encino, CA 91436			
Director	Tony Charles Lonstein,	4825 Gaynor Avenue, Encino, CA 91436			
Director					

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

the sale of telecommunications services and products

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
common		$0.0001	24,000,000	13,269,232
preferred		$0.0001	12,000,000	0

9. Paid-in Capital: $ 1,400.00
("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: $ 100,000

(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: $ Ø

(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: $ 500,000

(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: $ 1,000

11. Interrogatories: (Important – this section must be completed.)

** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Encino, CA
(b) Number of shares of all classes owned by residents of Illinois: none
(c) Number of shares of all classes owned by non-residents of Illinois: 13,269,232
(d) Is the corporation transacting business in this state at this time? no
(e) If the answer to item 11(d) 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 statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated April 9, 2002
(Month & Day) (Year)

Airespring, Inc.
(Exact Name of Corporation)

attested by
(Signature of Secretary or Assistant Secretary)
Avi Lonstein, Secretary
(Type or Print Name and Title)

(Signature of President or Vice President)
by Avi Lonstein, President
(Type or 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.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AIRESPRING, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FOURTH DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "AIRESPRING WIRELESS, INC." TO "AIRESPRING, INC.", FILED THE FIFTH DAY OF APRIL, A.D. 2002, AT 3 O'CLOCK P.M.

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3396215 8100H

020230966

AUTHENTICATION: 1714727

DATE: 04-10-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/24/2001
010250546 - 3396215

CERTIFICATE OF INCORPORATION

OF

AIRESPRING WIRELESS, INC.

I. Name

The name of the Corporation is Airespring Wireless, Inc. (hereinafter sometimes referred to as the "*Corporation*").

II. Registered Office and Agent

The address of its registered office of the Corporation in the State of Delaware is 9 East Loockerman Street in the City of Dover, County of Kent. The name of its registered agent at such address is National Registered Agents, Inc.

III. Purpose

The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

IV. Shares

A. Classes of Stock. The total number of shares of all classes of capital stock which the corporation shall have authority to issue is Thirty Six Million (36,000,000) shares, consisting of Twenty Four Million (24,000,000) shares of Common Stock with a par value of $0.0001 per share and Twelve Million (12,000,000) shares of Preferred Stock with a par value of $0.0001 per share.

B. Rights, Preferences and Restrictions of Preferred Stock. Any of the shares of Preferred Stock authorized by this Certificate of Incorporation may be issued from time to time in one or more series. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock, which series shall consist of Three Million (3,000,000) shares (the "*Series A Preferred Stock*"), are as set forth below in this Article IV(B). Subject to the limitations and restrictions set forth in this Article IV, the Board of Directors by resolution or resolutions, is authorized to create or provide for any such series, and to fix the designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation, the authority to fix or alter the dividend rights, dividend rates, conversion rights, exchange rights, voting rights, rights and terms of redemption (including sinking and purchase fund provisions), the redemption price or prices, the dissolution preferences and the rights in respect to any distribution of assets of any wholly unissued series of Preferred Stock and the number of shares constituting any such series, and the designation thereof, or any of them and to increase or decrease the number of shares of any series so created, subsequent to the issue of that series but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the

shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

1. Dividends.

(a) The Series A Preferred Stock shall be entitled to receive dividends when and as declared by the Board of Directors out of funds legally available therefor, on the Common Stock and in parity with such stock.

(b) In the case of any dividend being declared upon the Common Stock, the dividend which shall be declared upon each share of Series A Preferred Stock as a condition to such dividend upon the Common Stock shall be equal in amount to the dividend payable upon that number of shares of Common Stock acquirable upon conversion of a share of Series A Preferred Stock immediately before the declaration of such dividend, with such conversion being based on the applicable "Conversion Price" determined in accordance with Section 4 as of the record date for the declaration of such dividend on the Common Stock.

2. Liquidation, Dissolution Or Winding Up.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, after and subject to the payment in full of all amounts required to be distributed to the holders of any Preferred Stock of the Corporation ranking on liquidation prior and in preference to the Series A Preferred Stock (such Preferred Stock that is senior to the Series A Preferred Stock being referred to hereinafter as "*Senior Stock*") upon such liquidation, dissolution or winding up, but before any payment shall be made to the holders of Common Stock or other Preferred Stock, if any, ranking on liquidation after the Series A Preferred Stock ("*Junior Stock*"), an amount equal to $0.65 per share ("*Liquidation Preference*") plus any declared and unpaid dividends on such share for each share of Series A Preferred Stock then held by them. The Liquidation Preference shall be subject to appropriate adjustment in the event of any stock dividend, stock split, stock distribution or combination with respect to such shares. If upon any such liquidation, dissolution or winding up of the Corporation, the remaining assets of the Corporation available for the distribution to its stockholders after payment in full of amounts required to be paid or distributed to holders of any Senior Stock shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled, the holders of shares of Series A Preferred Stock, and any class of stock ranking on liquidation on a parity with the Series A Preferred Stock (such Preferred Stock ranking on liquidation on parity with the Series A Preferred Stock being referred to as "*Parity Stock*"), shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective amounts which would otherwise be payable with respect to the shares held by them upon such distribution if all amounts payable on or with respect to said shares were paid in full.

(b) After the payment of all preferential amounts required to be paid to the holders of any Senior Stock and Series A Preferred Stock and any other series of Preferred Stock upon the dissolution, liquidation or winding up of the Corporation, any remaining assets

and funds of the Corporation available for distribution to the Company's stockholders shall be distributed pro rata to the Common Stock.

3. Voting Rights. The holder of each share of Series A Preferred Stock shall have the right to one vote for each share of Common Stock into which such Series A Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of this Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to be nearest whole number (with one-half being rounded upward).

4. Conversion.

(a) Conversion Rights. The holders of the outstanding shares of Series A Preferred Stock have the following conversion rights as follows ("*Conversion Rights*"):

(i) Right to Convert. Each share of Series A Preferred Stock will be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing $0.65 (the "*Original Series A Issue Price*") by the Conversion Price applicable to such share, determined as hereinafter provided, in effect on the date the certificate evidencing such share is surrendered for conversion. The initial Conversion Price per share for shares of Series A Preferred Stock shall be the Original Series A Issue Price; provided, however, that the Conversion Price for the Series A Preferred Stock shall be subject to adjustment as set forth in subsection (c) of this Section 4.

(ii) Automatic Conversion. Each share of Series A Preferred Stock shall be automatically converted into shares of Common Stock at the Conversion Price at the time in effect for such Series A Preferred Stock immediately upon the earlier of (i) the Corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement under the Securities Act of 1933, as amended, the public offering price of which is not less than $10,000,000 in the aggregate; (ii) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation but, excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation); (iii) a sale of all or substantially all of the assets of the Corporation; unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least 50% of the voting power of the surviving or acquiring entity; or (iv) the date specified by written consent or agreement of the holders of a majority of the then outstanding shares of Series A Preferred Stock.

(b) Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

(c) Adjustments to Conversion Price. The Conversion Price of the Series A Preferred Stock shall be subject to adjustment from time to time as follows:

(i) In the event the Corporation should, at any time or from time to time after the date upon which any shares of Series A Preferred Stock were first issued (the "*Purchase Date*"), fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "*Common Stock Equivalents*") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of the Series A Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

(ii) If the number of shares of Common Stock outstanding at any time after the Purchase Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for the Series A Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(d) Other Distributions. In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by this Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection 4(c)(i), then, in each such case for the purpose of this subsection 4(d), the holders of the Series A Preferred Stock shall be entitled to a proportionate share of any such

distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Series A Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(e) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4) provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock the number of shares of stock or other securities or property of the Company or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of the Series A Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Series A Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(f) Fractional Shares. No fractional shares shall be issued upon conversion of any share or shares of the Series A Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(g) Reservation of Stock Issuable Upon Conversion. The Corporation shall reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be deemed sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock.

5. No Redemption Rights. The Series A Preferred Stock shall not be subject to redemption, whether at the option of either the Corporation or any holder of the Series A Preferred Stock.

C. Common Stock.

1. Dividends. The holders of shares of Common Stock shall be entitled to receive such dividends as from time to time may be declared by the Board of Directors of the Corporation, subject to the provisions of subdivision B of this Article IV with respect to rights of holders of the Preferred Stock.

2. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation whether voluntary or involuntary, after any preferential amounts to be distributed to the holders of any series of Preferred Stock then outstanding the holders of Common Stock shall

share ratably based upon the number of shares of Common Stock held by them in all of the remaining assets of the Corporation available for distribution to its stockholders.

3. Voting Rights. Except as otherwise required by law and subject to the provisions set forth in this Article IV, the holders of Common Stock issued and outstanding shall be entitled to one vote for each share thereof held.

V. Incorporator

The name and mailing address of the sole incorporator is as follows:

Name	Mailing Address
Jill E. Davis	Morrison & Foerster, LLP 555 West Fifth Street, Suite 3500 Los Angeles, CA 90013-1024

VI. Board of Directors

The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of the Corporation.

VII. Election of Directors

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

VIII. Creditors

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on this Corporation.

AIRESPRING WIRELESS, INC.
CERTIFICATE OF INCORPORATION
li-487108

IX. Stockholder Action

Effective upon the closing of the Corporation's initial public offering of securities pursuant to a registration statement filed under the Securities Act of 1933, as amended, stockholders of the Corporation may not take action by written consent in lieu of a meeting but must take any such action at a duly called annual or special meeting.

X. Amendments

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

XI. Director Liability

To the fullest extent permitted by Delaware statutory or decisional law, as amended or interpreted, 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. This Article XI does not affect the availability of equitable remedies for breach of fiduciary duties.

I, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and, accordingly, have hereunto set my hands this 24th day of May, 2001.

Jill E. Davis, Sole Incorporator

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

AIRESPRING WIRELESS, INC.

Airespring Wireless, Inc. (hereinafter called the "corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the corporation is:

Airespring Wireless, Inc.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article I the following new Article I:

1. Name

The name of the Corporation is Airespring, Inc.(hereinafter sometimes referred to as the "Corporation")

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Executed on this 4th day of April, 2002

Avi Lonstein, President & CEO

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 04/05/2002
020220588 - 3396215

UNANIMOUS CONSENT OF DIRECTORS

Airespring Wireless, Inc.

Pursuant to the Bylaws of the above corporation, the Board of Directors of the Corporation does hereby adopt the following resolution on this 4th day of April, 2002, which action shall have the same force and effect as if taken by unanimous affirmative vote at a meeting of the Board of Directors of the Corporation, duly called and held, and direct that this written consent to such action be filed with the Minutes and other proceedings of the Corporation:

> RESOLVED, that the Board of Directors of Airespring Wireless, Inc. hereby authorizes the Corporation name change from Airespring Wireless, Inc. to Airspring, Inc.

Avi Lonstein, Secretary