

ATTACHMENT II

WiMacTel, Inc.

Certificate of Authority to
Transact Business In South Dakota
From the Secretary of State

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 "WIMACTEL INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FOURTH DAY OF MAY, A.D. 2010, AT 4:56 O'CLOCK P.M.


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

4819548 8100H

100492066

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7986765

DATE: 05-11-10

RECEIVED MAY 13 10

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:13 PM 05/04/2010
FILED 04:56 PM 05/04/2010
SRV 100460829 - 4819548 FILE

**CERTIFICATE OF INCORPORATION
OF
WIMACTEL INC.**

FIRST: The name of the corporation is WiMacTel Inc. (the "Corporation").

SECOND: The Corporation's registered office in the State of Delaware is located at 222 Delaware Avenue, 9th Floor, Wilmington, New Castle County, Delaware. The Corporation's registered agent at that address is The Delaware Corporation Agency, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful acts or activities for which a corporation may be organized under the General Corporation Law of the State of Delaware, as amended from time to time (the "General Corporation Law").

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is Five Thousand (5,000) shares of common stock, \$.01 par value.

FIFTH: The name and mailing address of the incorporator are Marla H. Norton, P.O. Box 25130, Wilmington, DE 19899.

SIXTH: Except as otherwise provided in Section 102(b)(7) of the General Corporation Law, or in any analogous provision of any successor law, no director of the Corporation shall have personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing paragraph, or the adoption of any provision hereof inconsistent with this Article SIXTH, shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification shall not adversely affect any right or protection of any director of the Corporation existing at the time of, or increase the liability of any directors of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

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

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, amend and repeal the By-Laws of the Corporation.

(BAY:01541909v1)

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NINTH: The election of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of this 4th day of May, 2010

Marla H. Norton (SEAL)
Marla H. Norton, Incorporator

{BAY:01541909v1}

TOTAL P. 03

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State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Authority

ORGANIZATIONAL ID #: FB034382

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **WIMACTEL, INC. (DE)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application to transact business in this state.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this June 2, 2010.



Chris Nelson

Chris Nelson
Secretary of State

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

APPLICATION FOR CERTIFICATE OF AUTHORITY FOREIGN BUSINESS CORPORATION

Please Type or Print Clearly in Ink

Please submit one **Original** and one **Photocopy**

FILING FEE: \$750 payable to SECRETARY OF STATE

RECEIVED
JUN 02 2010
S.D. SEC. OF STATE

Telephone # (407) 740-3035
FAX # (407) 740-0613

Application must be accompanied by a one page original certificate of existence issued by the Secretary of State or other official having custody of the corporate records in the state or country under whose law it is incorporated.

1. The name of the corporation is WiMacTel, Inc.

Note: The name must include the term corporation, incorporated, company, limited or the applicable abbreviation.

2. State where incorporated Delaware

3. Date of its incorporation is 05/04/2010

4. The period of its duration perpetual

5. The address of its principal office (this is the address of the executive offices of the corporation),

1882 Porter Lake Drive Suite 101	Sarasota	FL	34240
Street Address	City	State	ZIP+4
1882 Porter Lake Drive, Suite 101	Sarasota	FL	34240
Mailing Address (Optional)	City	State	ZIP+4

6. The South Dakota Registered Agent name National Registered Agents, Inc.

3000 South Phillips Avenue Suite 300	Sioux Falls	SD	57104
Street Address (Required to be a South Dakota Address)	City	State	ZIP+4
3000 South Phillips Avenue Suite 300	Sioux Falls	SD	57104
Mailing Address (Optional - Required to be a South Dakota Address)	City	State	ZIP+4

When listing a Commercial Registered Agent, please state their CRA #.
This number can be obtained from the Commercial Registered Agent.

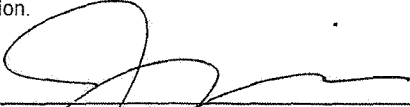
CR000011

7. The names and business addresses of its principal officers and directors. Please place a check mark next to the name if the principal officer serves as a director.

<input checked="" type="checkbox"/>	James MacKenzie	1882 Porter Lake Dr Ste 101	Sarasota	FL	34240
	President	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Vice President	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	James MacKenzie	1882 Porter Lake Dr Ste 101	Sarasota	FL	34240
	Secretary	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	James MacKenzie	1882 Porter Lake Dr Ste 101	Sarasota	FL	34240
	Treasurer	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	James MacKenzie	1882 Porter Lake Dr Ste 101	Sarasota	FL	34240
	Director	Street Address	City	State	ZIP+4
<input checked="" type="checkbox"/>	John Wilson	1882 Porter Lake Dr Ste 101	Sarasota	FL	34240
	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>					
	Director	Street Address	City	State	ZIP+4

The application must be signed by an authorized officer of the corporation.

Dated 5/27/10



 (Signature of an authorized officer)
 James MacKenzie

 (Printed Name)
 CEO/President/Secretary/Treasurer

 (Title)

Foreign certificate of authority July 2009

RECEIVED MAY 27 2010