

EXHIBIT B - CERTIFICATE OF AUTHORITY & SALES TAX LICENSE

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

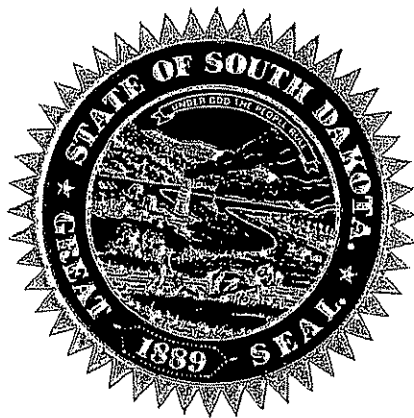
Certificate of Authority

ORGANIZATIONAL ID #: FB028161

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **AIRESPRING, 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 January 26, 2004.



Chris Nelson

Chris Nelson
Secretary of State



Secretary of State
 State Capitol
 500 E. Capitol Ave.
 Pierre SD 57501
 Phone 605-773-4845
 Fax 605-773-4550

FILE NO. _____

RECEIPT NO. _____

Application for Certificate of Authority

RECEIVED

JAN 26 2004

S.D. SEC. OF STATE

Pursuant to the provisions of SDCL 47-8-7, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of South Dakota and for that purpose submits the following statement:

(1) The name of the corporation is Airespring, Inc.
 (exact corporate name)

Filed this
Jan 26 2004
 SECRETARY OF STATE

(2) If the name of the corporation does not contain the word "corporation", "company", "incorporated" or "limited" or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this state is _____

(3) State where incorporated Delaware Federal Taxpayer ID# _____

(4) The date of its incorporation is 05/24/2001 and the period of its duration, which may be perpetual, is perpetual

(5) The address of its principal office in the state or country under the laws of which it is incorporated is 9 E. Lookerman Street, Suite 1B, Dover, DE Zip Code 19901

mailing address if different from above is: 6060 Sepulveda Blvd., Suite 220
Van Nuys, CA Zip Code 91411

(6) The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is 300 South Phillips Avenue, Suite 300, Sioux Falls, SD Zip Code 57104-6322

and the name of its proposed registered agent in the State of South Dakota at that address is National Registered Agents, Inc.

(7) The purposes which it proposes to pursue in the transaction of business in the State of South Dakota are: (state specific purpose)
the sale of telecommunications services and products

(8) The names and respective addresses of its directors and officers are:

| Name | Officer Title | Street Address | City | State | Zip |
|----------------|------------------------|--|----------|-------|-------|
| Avi Lonstein | Pres/CEO/Treas/Sec/Dir | 6060 Sepulveda Blvd., #220, Van Nuys, CA | Van Nuys | CA | 91411 |
| Tony Lonstein | Executive VP/Directo | 6060 Sepulveda Blvd., #220, Van Nuys, CA | Van Nuys | CA | 91411 |
| Danie Lonstein | CFO/V-P | 6060 Sepulveda Blvd., #220, Van Nuys, CA | Van Nuys | CA | 91411 |

(9) The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class is:

| Number of shares | Class | Series | Par value per share or statement that shares are without par value |
|------------------|-----------|--------|--|
| 24,000,000 | common | | 0.0001 |
| 12,000,000 | preferred | | 0.0001 |
| | | | |
| | | | |

(10) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| Number of shares | Class | Series | Par value per share or statement that shares are without par value |
|------------------|--------|--------|--|
| 13,269,232 | common | | 0.0001 |
| | | | |
| | | | |

(11) The amount of its stated capital is \$ 1,326.92
Shares issued times par value equals stated capital. In the case of no par value stock, stated capital is the consideration received for the issued shares.

(12) This application is accompanied by a CERTIFICATE OF FACT or a CERTIFICATE OF GOOD STANDING duly acknowledged by the Secretary of State or other officer having custody of corporate records in the state or country under whose laws it is incorporated.

(13) That such corporation shall not directly or indirectly combine or make any contract with any incorporated company, foreign or domestic, through their stockholders or the trustees or assigns of such stockholders, or with any copartnership or association of persons, or in any manner whatever to fix the prices, limit the production or regulate the transportation of any product or commodity so as to prevent competition in such prices, production or transportation or to establish excessive prices therefor.

(14) That such corporation, as a consideration of its being permitted to begin or continue doing business within the State of South Dakota, will comply with all the laws of the said State with regard to foreign corporations.

The application must be signed, in the presence of a notary public, by the chairman of the board of directors, or by the president or by another officer.

I DECLARE AND AFFIRM UNDER THE PENALTY OF PERJURY THAT THIS APPLICATION IS IN ALL THINGS, TRUE AND CORRECT.

Dated 1/14/2004

[Signature]
 (Signature)
 President CEO
 (Title)

STATE OF Louisiana
COUNTY OF Jefferson

I, Monica Haab, a notary public, do hereby certify that on this January day of 2004, personally appeared before me Avi Lonstein who, being by me first duly sworn, declared that he/she is the President of Airespring, Inc., that he/she signed the foregoing document as officer of the corporation and the statements contained are true.

MONICA BORNE HAAB
 Notary Public, State of Louisiana
 My Commission Expires My Commission is for Life.

[Signature]
 (Notary Public)

Notarial Seal

The Consent of Appointment below must be signed by the registered agent listed in number six.

| Consent of Appointment by the Registered Agent | |
|--|--|
| I, <u>National Registered Agents, Inc.</u> , hereby give my consent to serve as the registered agent for <u>Airespring, Inc.</u> | |
| <small>(name of registered agent)</small> | |
| <small>(corporate name)</small> | |
| Dated <u> </u> 20 <u> </u> | <u>National Registered Agents, Inc.</u> <u>See attached</u> <small>(signature of registered agent)</small> |

AIRESPRING INC
6060 SEPULVEDA BLVD STE 220
VAN NUYS, CA 91411-2512

January 16, 2009

Dear AIRESPRING INC

The Department of Revenue & Regulation is issuing taxpayers new license numbers. Below is your new tax license effective on January 1, 2009. After that date, your new license number will be pre-printed on all of your tax returns. It is valid only for the person in whose name it is issued and is non-transferable. The license is for the transaction of business at the place designated on the license. This license shall be prominently displayed at the place of business for which it was issued.

For more information, contact the Department of Revenue & Regulation's toll-free center at 1-800-829-9188 weekdays from 8:00 am to 5:00 pm Central Time or e-mail us at bustax@state.sd.us. Thank you.



Having made proper application therefore, and upon compliance with all applicable laws and regulations of the state of South Dakota, this license is hereby issued to the below named. This license remains the property of the state of South Dakota and while in possession of the person to whom issued, entitles the licensee to transact whatever business or activity is specified on this license, until this license expires or is cancelled.

ISSUE DATE: 04/30/2004

EXPIRATION DATE:

LICENSE NUMBER: 1020-2032-ST

LICENSE TYPE: Sales Tax

ISSUED TO:

AIRESPRING INC
6060 SEPULVEDA BLVD STE 220
VAN NUYS, CA 91411-2512

6060 SEPULVEDA BLVD STE 220
VAN NUYS, CA 91411-2512

A handwritten signature in black ink that reads "Paul Kinsman".

Paul Kinsman
Secretary of Revenue & Regulation

NON-TRANSFERABLE