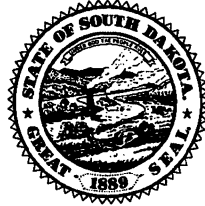


EXHIBIT A

SOUTH DAKOTA CERTIFICATE OF AUTHORITY

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

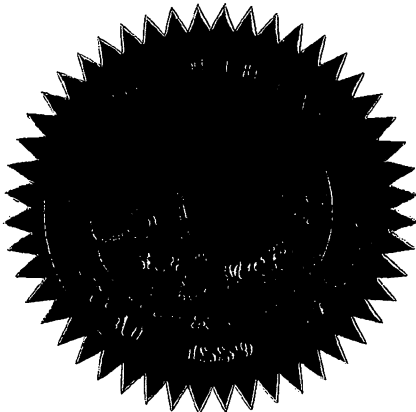
Certificate of Authority

ORGANIZATIONAL ID #: FB032451

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **NOVATEL LTD., INC. (TX)** 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 February 29, 2008.



Chris Nelson

Chris Nelson
Secretary of State



Secretary of State, Corporations Division
 500 E. Capitol Avenue, Pierre SD 57501
 Phone 605-773-4845, Fax 605-773-4550

RECEIVED

FEB 29 2008

RECEIVED

FEB 26 2008

S.D. SEC. OF STATE

S.D. SEC. OF STATE

Application for Certificate of Authority

FILING FEE: \$550

FILING INSTRUCTIONS: A foreign corporation may apply for a certificate of authority to transact business in South Dakota by delivering this application to the Office of the Secretary of State for filing. One ORIGINAL and One COPY of the application must be submitted. This application must include a CERTIFICATE OF EXISTENCE, or a document of similar import, duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose law it is incorporated.

(1) The name of the corporation is (exact corporate name including corporation, company, incorporated, limited or an abbreviation of one of such words)
NovaTel Ltd., Inc.

(2) State where incorporated Texas
 and the period of its duration is Perpetual the date of its incorporation is 12/28/2007

(4) The address of its principal office in the state or country under the laws of which it is incorporated is
11550 IH-10 West, Suite 110, San Antonio, TX Zip Code 78230

mailing address if different from above is: _____
 Zip Code _____

(5) The street address, or a statement that there is no street address, of its registered office in the State of South Dakota is
319 S. Coteau Street, Pierre, South Dakota Zip Code 57501

and the name of its registered agent in the State of South Dakota at that address is C T Corporation System

(6) The names and usual business addresses of its current directors and officers are:

Name	Officer Title	Street Address	City	State	Zip
<u>Paul A. Golibart</u>	<u>Pres.</u>	<u>11550 IH-10 West, Suite 110, San Antonio, TX</u>	<u>78230</u>		
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

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

Date: Feb. 21, 2008

Paul A. Golibart
 Signature

Paul A. Golibart
 Printed Name

President
 Title

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

Consent of Appointment by the Registered Agent

I, C T Corporation System, hereby give my consent to serve as the registered agent for NovaTel Ltd., Inc.

(name of registered agent)
 (corporate name)

Dated Feb 22 2008

By: Jonathan Mike
 (signature of registered agent)

C T Corporation System

foreigncertificateofauthority July 2005

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Phil Wilson
Secretary of State

Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Conversion for NOVATEL LTD., INC. (file number 800916684), a Domestic For-Profit Corporation, was filed in this office on December 28, 2007.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 23, 2008.



A handwritten signature in cursive script that reads "Phil Wilson".

Phil Wilson
Secretary of State