

ATTACHMENT I

Spectrotel, Inc. d/b/a OneTouch Communications d/b/a Touch Base Communications

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



Secretary of State

Jason M. Gant

State Capitol | 500 East Capitol Avenue | Pierre, South Dakota 57501 | sdsos@state.sd.us | sdsos.gov

To: PHYLLIS MILLER
TECHNOLOGIES MANAGEMENT
PO DRAWER 200
WINTER PARK FL 32790

From: Secretary of State Jason M. Gant
Corporations Division

Date: June 30, 2011

Re: SPECTROTEL, INC. (DE)
Foreign Certificate of Authority

The application for certificate of authority has been received and filed for the **SPECTROTEL, INC. (DE)**.

Enclosed is the Certificate attached to the duplicate application along with a receipt for the filing fee of \$750.00.

South Dakota law requires the filing of a corporate annual report with our office between the anniversary date of qualification and prior to the first day of the second month following. The report is due the year following qualification. An annual report form will be mailed to the corporate address listed on the application for timely filing. Please contact our office if the corporate address changes or if the form is not received.

If your registered agent or agent's address changes you **must** file a Statement of Change which is available at <http://www.sdsos.gov> or by calling this office.

Thank you.

Administration	MerCo Corporations	Uniform Commercial Code
Tel: (605) 773-3537	Tel: (605) 773-4845	Tel: (605) 773-4422
Fax: (605) 773-6580	Fax: (605) 773-4550	Fax: (605) 773-4550

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Authority

ORGANIZATIONAL ID #: FB035255

I, **Jason M. Gant**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **SPECTROTEL, 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 caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this June 30, 2011.



A handwritten signature in cursive script that reads "Jason M. Gant".

Jason M. Gant
Secretary of State

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

SECRETARY OF STATE
 JUN 30 2011
 3:04 PM
 [Signature]

**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

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

**RECEIVED
 JUN 30 2011
 A.D. SEC. OF STATE**

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 Spectrotel, 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 10/11/2002

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),
3535 State Highway 66 Suite 7 Neptune NJ 07753

Street Address 3535 State Highway 66 Suite 7
 City Neptune
 State NJ
 ZIP+4 07753

Mailing Address (Optional)

City _____
 State _____
 ZIP+4 _____

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

Street Address or Rural Route Box Number in This State and 3000 South Phillips Avenue Suite 300
 City Sioux Falls
 State SD
 ZIP+4 57104-6322

Mailing Address in This State, if Different from Street 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"/>	Jack Dayan President	3535 State Highway 66 Ste 7 Street Address	Neptune City	NJ State	07753 ZIP+4
<input type="checkbox"/>	Ross Artale Vice President COO	3535 State Highway 66 Ste 7 Street Address	Neptune City	NJ State	07753 ZIP+4
<input type="checkbox"/>	Mitch Wright Secretary CIO	3535 State Highway 66 Ste 7 Street Address	Neptune City	NJ State	07753 ZIP+4
<input type="checkbox"/>	Edward Kazar Treasurer CFO	3535 State Highway 66 Ste 7 Street Address	Neptune City	NJ State	07753 ZIP+4
<input type="checkbox"/>	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>	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 6/27/2011



(Signature of an authorized officer)

Ross Artale

(Printed Name)

Chief Operating Officer

(Title)

SOUTH DAKOTA SECRETARY OF STATE

OFFICIAL RECEIPT

NUMBER 2161570

FORM OF PAYMENT CHECK
CHECK NBR 100529

DATE 07/01/2011
AMOUNT \$ 750.00
BY STMAHEI

TECHNOLOGIES MANAGEMENT, INC.
PO BOX 200
WINTER PARK FL 32790-0200

THIS RECEIPT IS IN REFERENCE TO:
FB035255 - SPECTROTEL, INC.

TRANSACTION DESCRIPTION	AMOUNT
CERTIFICATE OF AUTHORITY FB035255.....\$	750.00



Secretary of State

Jason M. Gant

State Capitol | 500 East Capitol Avenue | Pierre, South Dakota 57501 | sdsos@state.sd.us | sdsos.gov

To: PHYLLIS MILLER
TECHNOLOGIES MANAGEMENT
PO DRAWER 200
WINTER PARK FL 32790

From: Secretary of State Jason M. Gant
Corporations Division

Date: June 30, 2011

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If your registered agent or agent's address changes you **must** file a Statement of Change which is available at <http://www.sdsos.gov> or by calling this office.

Thank you.

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Authority

ORGANIZATIONAL ID #: FB035255

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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 caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this June 30, 2011.



Jason M. Gant
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 30 2011
S.D. SEC. OF STATE

PAID 30th June 2011
John [Signature]
SECRETARY 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 Spectrotel, 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 10/11/2002

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),

3535 State Highway 66 Suite 7 Neptune NJ 07753
Street Address City State ZIP+4

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 57104-6322
Street Address or Rural Route Box Number in This State and City State ZIP+4

Mailing Address in This State, if Different from Street 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"/>	Jack Dayan President	3535 State Highway 66 Ste 7 Street Address	Neptune City	NJ State	07753 ZIP+4
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<input type="checkbox"/>	Director	Street Address	City	State	ZIP+4
<input type="checkbox"/>	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 6/27/2011



(Signature of an authorized officer)

Ross Artale
(Printed Name)

Chief Operating Officer
(Title)

SOUTH DAKOTA SECRETARY OF STATE

OFFICIAL RECEIPT

NUMBER 2161570

FORM OF PAYMENT CHECK
CHECK NBR 100529

DATE 07/01/2011
AMOUNT \$ 750.00
BY STMAHEI

TECHNOLOGIES MANAGEMENT, INC.
PO BOX 200
WINTER PARK FL 32790-0200

THIS RECEIPT IS IN REFERENCE TO:
FB035255 - SPECTROTEL, INC.

TRANSACTION DESCRIPTION	AMOUNT
CERTIFICATE OF AUTHORITY FB035255.....\$	750.00

Fictitious Business Name Registration Receipt from the Central Filing System of the Secretary of State's Office.

The described business hereby certifies that they will engage in, conduct, or operate a business for profit under the fictitious name of:

OneTouch Communications

Owner Name	Residence Address	Post Office Address
Spectrotel, Inc.	3535 State Highway 66, Suite 7 Neptune New Jersey 07753	

That the address where the main office of such business is to be maintained is:
3535 State Highway 66, Suite 7 Neptune New Jersey 07753

Receipt Number: 40316
Original Registration Date: 6/29/2011
Filed By: Jack Dayan
Amount Paid: \$10.00

Finished

Print This Page for Confirmation and Details

Amendment: An amendment should be filed when some substantive item about the business changes such as change in ownership, business name change, address change, etc. When an amendment is done it automatically renews the business registration information and extends the expiration date by making it 5 years from the amendment date.

Renewal: A renewal needs to be filed every 5 years if no amendments are made to the business.

Fictitious Business Name Registration Receipt from the Central Filing System of the Secretary of State's Office.

The described business hereby certifies that they will engage in, conduct, or operate a business for profit under the fictitious name of:

Touch Base Communications

Owner Name
Spectrotel, Inc.

Residence Address
3535 State Highway 66, Suite 7
Neptune New Jersey 07753

Post Office Address

That the address where the main office of such business is to be maintained is:
3535 State Highway 66, Suite 7 Neptune New Jersey 07753

Receipt Number: 40317
Original Registration Date: 6/29/2011
Filed By: Jack Dayan
Amount Paid: \$10.00

Finished

Print This Page for Confirmation and Details

Amendment: An amendment should be filed when some substantive item about the business changes such as change in ownership, business name change, address change, etc. When an amendment is done it automatically renews the business registration information and extends the expiration date by making it 5 years from the amendment date.

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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 "SPECTROTEL, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE THIRD DAY OF APRIL, A.D. 2000, AT 6 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE FOURTH DAY OF APRIL, A.D. 2000, AT 1 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWELFTH DAY OF AUGUST, A.D. 2002, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "PLAN B COMMUNICATIONS, INC." TO "SPECTROTEL, INC.", FILED THE ELEVENTH DAY OF OCTOBER, A.D. 2002, AT 11:30 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE EIGHTH DAY OF MAY, A.D. 2003, AT 1:11 O'CLOCK P.M.

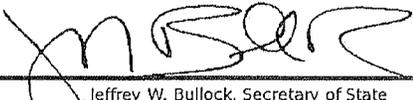
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE

3185104 8100H

110764720

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8865573

DATE: 06-27-11

Delaware

PAGE 2

The First State

AFORESAID CORPORATION, "SPECTROTEL, INC."



3185104 8100H

110764720

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8865573

DATE: 06-27-11

CERTIFICATE OF INCORPORATION

OF

PLAN B COMMUNICATIONS, INC.

(Under Section 102 of the General Corporation Law)

It is hereby certified:

FIRST: The name of the corporation is Plan B Communications, Inc. (the "Corporation").

SECOND: The registered office of the Corporation is to be located at 15 East North Street, City of Dover, County of Kent, State of Delaware 19901. The name of its registered agent at that address is United Corporate Services, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of all classes of stock which the Corporation shall be authorized to issue is 55,000,000, of which 50,000,000 shall be designated as Common Stock with a par value of \$.001 per share, and 5,000,000 shall be designated as Preferred Stock with a par value of \$.001 per share.

The Board of Directors may divide the Preferred Stock into any number of series, fix the designation and number of shares of each such series, and determine or change the designation, relative rights, preferences, and limitations of any series of Preferred Stock. The Board of Directors (within the limits and restrictions of any resolutions adopted by it originally fixing the number of shares of any series of Preferred Stock) may increase or decrease the number of shares initially fixed for any series, but no such decrease shall reduce the number below the number of shares then outstanding and shares duly reserved for issuance.

FIFTH: The name of the incorporator is Orlando Figueroa. His mailing address is c/o Loeb & Loeb LLP, 345 Park Avenue, New York, New York 10154-0037.

SIXTH: The election of directors need not be by written ballot, unless the by-laws so provide.

SEVENTH: No stockholder shall bring any action against the Corporation or any officer or director of the Corporation (in their respective capacities), unless such stockholder and any person controlling such stockholder shall have entered an agreement with the Corporation, reasonably satisfactory to it, requiring the losing party, and any person controlling the stockholder, if the stockholder shall be the losing party, to pay to the prevailing party the attorneys' fees and expenses incurred by the prevailing party in such action. This Article SEVENTH shall not apply to any claim arising before the Corporation shall have first filed a

registration statement with respect to a class of equity security under the Securities Act of 1933 or the Securities Exchange Act of 1934 ("Exchange Act"). As used in this Article SEVENTH, the term "person" shall have the meaning given it in Section 13(d) of the Exchange Act, and the term "controlling" shall have the meaning given it in Rule 12b-2 under the Exchange Act.

EIGHTH: The Board of Directors shall have power without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

NINTH: The Corporation shall indemnify and advance expenses to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, each person who is or was a director or officer of the Corporation and the heirs, executors and administrators of such a person.

TENTH: 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 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 a 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 the Corporation.

ELEVENTH: The personal liability of directors of the Corporation is hereby eliminated to the full extent permitted by Section 102(b)(7) of the General Corporation Law of the State of Delaware as the same may be amended and supplemented.

TWELFTH: 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 law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, this Certificate has been subscribed to this 29th day of February, 2000 by the undersigned, who affirms that the statements made herein are true under the penalty of perjury.

/s/ Orlando Figueroa
Orlando Figueroa
Incorporator
Loeb & Loeb LLP
345 Park Avenue
New York, New York 10154-0037

CERTIFICATE OF DESIGNATION, PREFERENCES
AND RIGHTS OF SERIES A CONVERTIBLE
PREFERRED STOCK

-OF-

PLAN B COMMUNICATIONS, INC.

Plan B Communications, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), by its President and Secretary, does hereby certify that, pursuant to authority conferred upon the Board of Directors by Article Fourth of the Certificate of Incorporation of the Company, authorizing a class of 5,000,000 shares of preferred stock of the Company, the Board of Directors of the Company, by unanimous written consent, has duly adopted resolutions providing for the issuance out of such class of a series of up to 550,000 shares of Series A Convertible Preferred Stock at an issuance price of \$30.00 per share (the "Original Purchase Price") and setting forth the voting powers, designation, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, which resolution is as follows:

RESOLVED, that pursuant to the authority vested in the Board of Directors of the Company in accordance with the provisions of its Articles of Incorporation, as amended, there be, and hereby is, created out of the class of 5,000,000 shares of preferred stock of the Company authorized in of Article Fourth of its Certificate of Incorporation, a series of preferred stock of the Company with the following voting powers, designation, preferences and relative, participating, optional and other special rights, and qualifications, limitations and restrictions:

1. Designation and Number of Shares. 550,000 shares of preferred stock (the "Shares") are hereby designated as Series A Convertible Preferred Stock (the "Series A Preferred Stock").

2. Rank. The Series A Preferred Stock shall rank: (i) junior to any other class or series of capital stock of the Corporation hereafter created specifically ranking by its terms senior to the Series A Preferred Stock (the "Senior Securities"); (ii) prior to all of the Corporation's common stock, \$.001 par value per share (the "Common Stock"); (iii) prior to any class or series of capital stock of the corporation hereafter created not specifically ranking by its terms senior to or on parity with the Series A Preferred Stock (collectively, with the Common Stock, "Junior Securities"); and (iv) on parity with the Series A Preferred Stock of the Corporation and any class or series of capital stock of the Corporation hereafter created specifically ranking by its terms on parity with the Series A Preferred Stock (the "Parity Securities"), in each case as to the distribution of assets upon liquidation, dissolution or winding up of the Corporation. The Corporation may issue, in the future, without the consent of holders of the Series A Preferred Stock, other Senior, Junior or Parity Securities.

3. Liquidation.

(a) Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary ("Liquidation"), the holders of record of the shares of the Series A Preferred Stock shall be entitled to receive, immediately after any distributions to Senior Securities required by the Corporation's Certificate of Incorporation and any certificate(s) of designation, powers, preferences and rights, and before and in preference to any distribution or payment of assets of the Corporation or the proceeds thereof may be made or set apart for the holders of Junior Securities, an amount in cash equal to \$100.00 per share, subject to adjustment in the event of stock splits, combinations or similar events (the "Liquidation Value"). If, upon such Liquidation, the assets of the Corporation available for distribution to the holders of Series A Preferred Stock and any Parity Securities shall be insufficient to permit payment in full to the holders of the Series A Preferred Stock and Parity Securities, then the entire assets and funds of the Corporation legally available for distribution to such holders and the holders of the Parity Securities then outstanding shall be distributed ratably among the holders of the Series A Preferred Stock and Parity Securities based upon the proportion the total amount distributable on each share upon liquidation bears to the aggregate amount available for distribution on all shares of the Series A Preferred Stock and of such Parity Securities, if any.

(b) Upon the completion of the distributions required by subparagraph (a) of this Paragraph 2, if assets remain in the Corporation, they shall be distributed to holders of Junior Securities in accordance with the Corporation's Certificate of Incorporation and any certificate(s) of designation, powers, preferences and rights.

(c) For purposes of this Paragraph 3, a merger or consolidation or a sale of all or substantially all of the assets of the Corporation shall be considered a Liquidation except in the event that in such a transaction, the holders of the Series A Preferred Stock receive securities of the surviving corporation having substantially similar rights as the Series A Preferred Stock.

4. Dividends. Subject to the rights of any other series of Preferred Stock that may from time to time come into existence, the holders of shares of Series A Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, ratably with any declaration or payment of any dividend with holders of the Common Stock or other junior securities of this Corporation, when, as and if declared by the Board of Directors, based on the number of shares of Common Stock into which each share of Series A Preferred Stock is then convertible.

5. Conversion Rights Each holder of record of shares of the Series A Preferred Stock shall have the right to convert all or any part of such holder's share of Series A Preferred Stock into Common Stock as follows:

(a) Optional Conversion. Subject to and upon compliance with the provisions of this Section 5, the holder of any shares of Series A Preferred Stock shall have the right at such holder's option, at any time or from time to time, to convert any of such shares of Series A Preferred Stock into fully paid and nonassessable shares of Common Stock at the Conversion Price (as defined in Section (5)(c) below) in effect on the Conversion Date (as defined in Section 5(d) below) upon the terms hereinafter set forth.

(b) Automatic Conversion. Each outstanding share of Series A Preferred Stock shall automatically be converted, without any further act of the Corporation or its stockholders, into fully paid and nonassessable shares of Common Stock at the Conversion Price then in effect: (i) upon the closing of a public offering or private placement of the Company's securities raising gross proceeds in excess of \$15 million and, in the case of a private placement, at a per share price of more than \$12.00 (a "Qualified Offering"); (ii) at such time as the closing bid price for the Common Stock of the Company has equaled at least 300% the Conversion Price for a period of 20 consecutive trading days, provided that the Common Stock of the Company is trading on a national securities exchange or the Nasdaq Small Cap or National Market System, and the Conversion Shares are fully registered for resale and not subject to any lock-up provisions; or (iii) at such time as 80% of the total number of Preferred Shares issued by the Corporation have converted to Common Stock.

(c) Conversion Price. Each share of the Series A Preferred Stock shall be convertible into that number of fully paid and non-assessable shares of Common Stock of the Company equal to the Original Purchase Price divided by the conversion price in effect at the time of conversion (the "Conversion Price"), determined as hereinafter provided. The Conversion Price shall initially be \$3.00 per share; provided, however, that in the event the average closing price of the Company's Common Stock, if publicly traded, is less than the Conversion Price during the 20 trading days preceding the first anniversary of the first date a share of Series A Preferred Stock was issued, the Conversion Price will be reset to such lower price. The number of shares of Common Stock into which each share of Preferred Stock is convertible is herein referred to as the "Conversion Rate." The Conversion Price shall be subject to adjustment as set forth in Section 6 hereof.

(d) 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 the Company or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Company 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 Company 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. Conversion shall be deemed to have been effected on the date when delivery of notice of an election to convert and certificates for shares is made in accordance with Section 5(a) or on the date of the occurrence of an event specified in Section 5(b), as the case may be, and such date is referred to herein as the "Conversion Date." All Common Stock which may be issued upon conversion of the Series A Preferred Stock will, upon issuance, be duly issued, fully paid and non-assessable and free from all taxes, liens, and charges with respect to the issuance thereof. At all times that any shares of Series A Preferred Stock are outstanding, the Company shall have authorized and shall have reserved for the purpose of issuance upon such conversion into Common Stock of all Series A Preferred Stock, a sufficient number of shares of Common Stock to provide for the conversion of all outstanding shares of Series A Preferred Stock at the then effective Conversion Rate. Without limiting the generality of the foregoing, if, at any time, the Conversion Price is decreased, the number of shares of Common Stock authorized and reserved

for issuance upon the conversion of the Series A Preferred Stock shall be proportionately increased.

(e) Conversion Price Adjustments. The Conversion Price shall be subject to the adjustment provisions of Section 6 below.

(f) Fractional Shares. No fractional shares or scrip representing fractional shares of Common Stock shall be issued upon the conversion of the Series A Preferred Stock. In lieu of any fractional shares to which a holder would otherwise be entitled, the Corporation shall pay cash, equal to such fraction multiplied by the closing price (as defined in Section 6(h) hereof) of the Common Stock on the day of conversion

6. Anti-Dilution Provisions. The Conversion Price in effect at any time and the number and kind of securities issuable upon the conversion of the Series A Preferred Stock shall be subject to adjustment from time to time upon the happening of certain events as follows:

(a) In case the Company shall hereafter (i) declare a dividend or make a distribution on its outstanding shares of Common Stock in shares of Common Stock, (ii) subdivide or reclassify its outstanding shares of Common Stock into a greater number of shares, or (iii) combine or reclassify its outstanding shares of Common Stock into a smaller number of shares, the Conversion Price in effect at the time of the record date for such dividend or distribution or of the effective date of such subdivision, combination or reclassification shall be adjusted so that it shall equal the price determined by multiplying the Conversion Price by a fraction, the denominator of which shall be the number of shares of Common Stock outstanding after giving effect to such action, and the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such action. Such adjustment shall be made successively whenever any event listed above shall occur.

(b) In case the Company shall fix a record date for the issuance of rights or warrants to all holders of its Common Stock entitling them to subscribe for or purchase shares of Common Stock (or securities convertible into Common Stock) at a price (the "Subscription Price") (or having a conversion price per share) less than the Conversion Price on such record date, the Conversion Price shall be adjusted so that the same shall equal the price determined by multiplying the Conversion Price in effect immediately prior to the record date of such issuance by a fraction, the numerator of which shall be the sum of the number of shares of Common Stock outstanding on the record date and the number of additional shares of Common Stock which the aggregate offering price of the total number of shares of Common Stock so offered (or the aggregate conversion price of the convertible securities so offered) would purchase at the Conversion Price in effect immediately prior to the record, and the denominator of which shall be the sum of the number of shares of Common Stock outstanding on such record date and the number of additional shares of Common Stock offered for subscription or purchase (or into which the convertible securities so offered are convertible). Such adjustment shall be made successively whenever such rights or warrants are issued and shall become effective immediately after the record date for the determination of shareholders entitled to receive such rights or warrants; and to the extent that shares of Common Stock are not delivered (or securities convertible into Common Stock are not delivered) after the expiration of such rights or warrants the Conversion Price shall be readjusted to the Conversion Price which would then be in effect

had the adjustments made upon the issuance of such rights or warrants been made upon the basis of delivery of only the number of shares of Common Stock (or securities convertible into Common Stock) actually delivered.

(c) In case the Company shall hereafter distribute to the holders of its Common Stock evidences of its indebtedness or assets (excluding cash dividends or distributions and dividends or distributions referred to in Subsection (a) above) or subscription rights or warrants (excluding those referred to in Subsection (b) above), then in each such case the Conversion Price in effect thereafter shall be determined by multiplying the Conversion Price in effect immediately prior to the distribution date by a fraction, the numerator of which shall be the total number of shares of Common Stock outstanding multiplied by the current market price per share of Common Stock, less the fair market value (as determined by the Company's Board of Directors) of said assets or evidences of indebtedness so distributed or of such rights or warrants, and the denominator of which shall be the total number of shares of Common Stock outstanding multiplied by such current market price per share of Common Stock. Such adjustment shall be made successively whenever such a record date is fixed. Such adjustment shall be made whenever any such distribution is made and shall become effective immediately after the record date for the determination of shareholders entitled to receive such distribution.

(d) In case the Company shall hereafter issue shares of its Common Stock (excluding shares issued (i) in any of the transactions described in Subsection (a) above, (ii) upon exercise of options granted to the Company's officers, directors, employees and consultants under a plan or plans adopted by the Company's Board of Directors and approved by its shareholders, if such shares would otherwise be included in this Subsection (d), (but only to the extent that the aggregate number of shares excluded hereby and issued after the date hereof, shall not exceed 15% of the Company's Common Stock outstanding, on a fully diluted basis, at the time of any option issuance), (iii) upon exercise of options, warrants, convertible securities and convertible debentures outstanding as of the final closing of the Private Placement, a Qualified Offering, or conversion of the Shares, (iv) to shareholders of any corporation which merges into the Company in proportion to their stock holdings of such corporation immediately prior to such merger, upon such merger, (v) issued in a private placement through Commonwealth Associates, L.P., as placement agent, or upon exercise or conversion of any securities issued in or in connection with such a private placement (including agent, consulting or advisory warrants), (vi) issued in a private placement where the Offering Price (as defined below) is at least 90% of the current market price, (vii) issued in a bona fide public offering pursuant to a firm commitment underwriting, or (viii) issued in connection with an acquisition of a business or technology which has been approved by a majority of the Company's outside directors but only if no adjustment is required pursuant to any other specific subsection of this Section 6 (without regard to Subsection (i) below) with respect to the transaction giving rise to such rights) for a consideration per share (the "Offering Price") less than the Conversion Price, the Conversion Price shall be adjusted immediately thereafter so that it shall equal the price determined by multiplying the Conversion Price in effect immediately prior to the date of issuance by a fraction, the numerator of which shall be the sum of the number of shares of Common Stock outstanding immediately prior to the issuance of such additional shares and the number of shares of Common Stock which the aggregate consideration received for the issuance of such additional shares would purchase at the Conversion Price in effect immediately prior to the date of issuance, and the denominator of which shall be the number of shares of Common Stock outstanding

immediately after the issuance of such additional shares. Such adjustment shall be made successively whenever such an issuance is made.

(e) In case the Company shall hereafter issue any securities convertible into or exchangeable for its Common Stock (excluding securities issued in transactions described in Subsections (b), (c) and (d)(i) through (viii) above) for a consideration per share of Common Stock (the "Exchange Price") initially deliverable upon conversion or exchange of such securities (determined as provided in Subsection (g) below) less than the Conversion Price, the Conversion Price shall be adjusted immediately thereafter so that it shall equal the price determined by multiplying the Conversion Price in effect immediately prior to the date of issuance by a fraction, the numerator of which shall be the sum of the number of shares of Common Stock outstanding immediately prior to the issuance of such securities and the number of shares of Common Stock which the aggregate consideration received for such securities would purchase at the Conversion Price in effect immediately prior to the date of issuance, and the denominator of which shall be the sum of the number of shares of Common Stock outstanding immediately prior to such issuance and the maximum number of shares of Common Stock of the Company deliverable upon conversion of or in exchange for such securities at the initial conversion or exchange price or rate. Such adjustment shall be made successively whenever such an issuance is made.

(f) Whenever the Conversion Price is adjusted pursuant to Subsections (a), (b), (c), (d) and (e) above and (j) below, the number of Conversion Shares issuable upon conversion of the Series A Preferred Stock shall simultaneously be adjusted by multiplying the number of Conversion Shares initially issuable upon conversion of the Series A Preferred Stock by the Conversion Price in effect on the date hereof and dividing the product so obtained by the Conversion Price, as adjusted.

(g) For purposes of any computation respecting consideration received pursuant to Subsections (d) and (e) above, the following shall apply:

(i) in the case of the issuance of shares of Common Stock for cash, the consideration shall be the amount of such cash, provided that in no case shall any deduction be made for any commissions, discounts or other expenses incurred by the Company for any underwriting of the issue or otherwise in connection therewith;

(ii) in the case of the issuance of shares of Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair market value thereof as determined in good faith by the Board of Directors of the Company (irrespective of the accounting treatment thereof), whose determination shall be conclusive; and

(iii) in the case of the issuance of securities convertible into or exchangeable for shares of Common Stock, the aggregate consideration received therefor shall be deemed to be the consideration received by the Company for the issuance of such securities plus the additional minimum consideration, if any, to be received by the Company upon the conversion or exchange thereof (the consideration in each case to be determined in the same manner as provided in clauses (i) and (ii) of this Subsection (g)).

(h) For the purpose of any computation under Subsections (c) and (d) above, the current market price per share of Common Stock at any date shall be the current market price per share of Common Stock on any date shall be deemed to be the average of the daily closing prices for the 30 consecutive business days prior to the day in question. The "closing price" for each day shall be the last sales price or in case no sale takes place on such day, the average of the closing high bid and low asked prices, in either case (i) as officially quoted by the Nasdaq SmallCap Market or the Nasdaq National Market or such other market on which the Common Stock is then listed for trading, or (ii) if, in the reasonable judgment of the Board of Directors of the Corporation, the Nasdaq SmallCap Market or the Nasdaq National Market is no longer the principal United States market for the Common Stock, then as quoted on the principal United States market for the Common Stock, as determined by the Board of Directors of the Corporation, or (iii) if, in the reasonable judgment of the Board of Directors of the Corporation, there exists no principal United States market for the Common Stock, then as reasonably determined by the Board of Directors of the Corporation.

(i) No adjustment in the Conversion Price shall be required unless such adjustment would require an increase or decrease of at least five cents (\$0.05) in such price; provided, however, that any adjustments which by reason of this Subsection (i) are not required to be made shall be carried forward and taken into account in any subsequent adjustment required to be made hereunder. All calculations under this Section 6 shall be made to the nearest cent or to the nearest one-hundredth of a share, as the case may be. Anything in this Section 6 to the contrary notwithstanding, the Company shall be entitled, but shall not be required, to make such changes in the Conversion Price, in addition to those required by this Section 6, as it shall determine, in its sole discretion, to be advisable in order that any dividend or distribution in shares of Common Stock, or any subdivision, reclassification or combination of Common Stock, hereafter made by the Company shall not result in any Federal Income tax liability to the holders of Common Stock or securities convertible into Common Stock.

(j) No adjustment under Subsections (b), (c), (d) or (e) shall be required for issuances below the Conversion Price if either (i) the current market price is at least 300% of the Conversion Price then in effect and (ii) a registration statement covering the Conversion Shares is in effect and remains in effect for the 90 days after such issuance or Rule 144(k) under the Securities Act of 1933, as amended (the "Act") is available for resale of all of the Conversion Shares or the Company at the time of such issuance has less than \$100,000 in cash and cash equivalents.

(k) Whenever the Conversion Price is adjusted, as herein provided, the Company shall promptly cause a notice setting forth the adjusted Conversion Price and adjusted number of Conversion Shares issuable upon exercise of each share of Series A Preferred Stock, and, if requested, information describing the transactions giving rise to such adjustments, to be mailed to Commonwealth and, within 10 days after any request for such an adjustment by the Holder, to the Holders at their last addresses appearing in the Share Register, and shall cause a certified copy thereof to be mailed to its transfer agent, if any. The Company may retain a firm of independent certified public accountants selected by the Board of Directors (who may be the regular accountants employed by the Company) to make any computation required by this Section 6, and a certificate signed by such firm shall be conclusive evidence of the correctness of such adjustment.

(l) In the event that at any time, as a result of an adjustment made pursuant to Subsection (a) above, the Holders of the Series A Preferred Stock thereafter shall become entitled to receive any shares of the Company, other than Common Stock, thereafter the number of such other shares so receivable upon conversion of the Series A Preferred Stock shall be subject to adjustment from time to time in a manner and on terms as nearly equivalent as practicable to the provisions with respect to the Common Stock contained in Subsections (a) to (g), inclusive above.

7. Voting Rights.

(a) In addition to any other rights provided for herein or by law, the holders of Series A Preferred Stock shall be entitled to vote, together with the holders of Common Stock as one class, on all matters as to which holders of Common Stock shall be entitled to vote, in the same manner and with the same effect as such Common Stock holders. In any such vote each share of Series A Preferred Stock shall entitle the holder thereof to the number of votes per share that equals the number of whole shares of Common Stock into which each such share of Series A Preferred Stock is then convertible.

(b) In the event that the holders of the Series A Preferred Stock are required to vote as a class, the affirmative vote of holders of not less than 50% of the outstanding shares of Series A Preferred Stock shall be required to approve each such matter to be voted upon and if any matter is approved by such requisite percentage of holders of Series A Preferred Stock, such matter shall bind all holders of Series A Preferred Stock.

(c) Each share of the Series A Preferred Stock shall entitle the holder thereof to one vote on all matters to be voted on by the holders of the Series A Preferred Stock as a class, as set forth above.

8. Reissuance. No shares of Series A Preferred Stock which have been converted to Common Stock shall be reissued by the Corporation, provided, however, that any such share, upon being converted and canceled, shall be restored to the status of an authorized but unissued share of preferred stock without designation as to series, rights or preferences and may thereafter be issued as a share of preferred stock not designated as Series A Preferred Stock.

9. Miscellaneous.

(a) There is no sinking fund with respect to the Series A Preferred Stock.

(b) The shares of the Series A Preferred Stock shall not have any preferences, voting powers or relative, participating, optional, preemptive or other special rights except as set forth above in this Certificate of Designation, Preferences and Rights and in the Certificate of Incorporation of the Company.

(c) The holders of the Series A Preferred Stock shall be entitled to receive all communications sent by the Company to the holders of the Common Stock.

(d) The Series A Preferred Stock is not redeemable.

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IN WITNESS WHEREOF, Plan B Communications, Inc. has caused this Certificate to be signed by its President, on this 3rd day of April, 2000, and such person hereby affirms under penalty of perjury that this Certificate is the act and deed of Plan B Communications, Inc. and that the facts stated herein are true and correct.

PLAN B COMMUNICATIONS, INC.

By: Richard Yalen
Richard Yalen, Chief Executive Officer

Attest:

Jacob Dayan
Jacob Dayan, President and Secretary

CERTIFICATE OF MERGER
OF
ADVAMTEL, LLC
(a Delaware limited liability company)
INTO
PLAN B COMMUNICATIONS, INC.
(a Delaware corporation)

Pursuant to Section 264(c) of the Delaware General Corporation Law

The undersigned, being the Surviving constituent entity, hereby sets forth as follows:

FIRST: The name of the Surviving constituent entity is Plan B Communications, Inc., a corporation organized under the laws of the State of Delaware.

SECOND: The name of the Non-Surviving constituent entity is Advamtel, LLC, a limited liability company organized under the laws of the State of Delaware.

THIRD: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each constituent entity in accordance with Section 264(c) of the General Corporation Law of the State of Delaware.

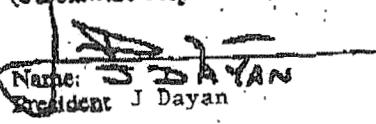
FOURTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving constituent entity, which is located at 655 Shrewsbury Avenue, Suite 302, Shrewsbury, New Jersey 07702.

FIFTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving constituent entity, on request and without cost, to any stockholder, member or other person holding an interest in any constituent entity party to this Certificate of Merger.

SIXTH: That the Certificate of Incorporation of the surviving constituent entity shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, this certificate is hereby executed this 4th day of
March, 2000.

PLAN B COMMUNICATIONS, INC.
(a Delaware corporation)

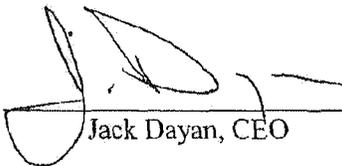

Name: J DAYAN
President J Dayan

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Plan B Communications, Inc.
2. The registered office of the Corporation within the State of Delaware is hereby changed to 9 East Loockerman Street, City of Dover 19901, County of Kent.
3. The registered agent of the Corporation within the State of Delaware is hereby changed to National Registered Agents, Inc., the business office of which is identical with the registered office of the corporation as hereby changed.
4. The Corporation has authorized the changes hercinbefore set forth by resolution of its Board of Directors.

Signed on Aug. 6, 2002



Jack Dayan, CEO

**FIRST AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PLAN B COMMUNICATIONS, INC.**

(Under Sections 242 and 245 of the General Corporation Law)

Plan B Communications, Inc. (hereinafter called the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. This First Amended and Restated Certificate of Incorporation restates, integrates and amends the Certificate of Incorporation. This First Amended and Restated Certificate of Incorporation was duly adopted pursuant to the Corporation's confirmed plan of reorganization (the "Plan"), the Corporation is canceling the Corporation's authorized and outstanding shares of capital stock and authorizing new shares of capital stock, with such cancellation and authorization effective as of the effective date of the Plan, and amending and restating the Certificate of Incorporation of the Corporation, and declaring said amendment and restatement advisable in accordance with the terms and conditions of the Plan.

2. The date of filing of the Corporation's original Certificate of Incorporation is February 29, 2000.

3. The Corporation's Certificate of Incorporation hereby is amended and restated to read in its entirety as follows:

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

SECOND: The registered office of the Corporation is to be located at 15 East North Street, City of Dover, County of Kent, State of Delaware 19901. The name of its registered agent at that address is United Corporate Services, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of all classes of stock which the Corporation shall be authorized to issue is 3,000,000, all of which shall be designated as Common Stock with a par value of \$.001 per share. The Corporation shall not authorize or issue any non-voting shares.

FIFTH: The election of directors need not be by written ballot, unless the by-laws so provide.

SIXTH: No stockholder shall bring any action against the Corporation or any officer or director of the Corporation (in their respective capacities), unless such stockholder and any person controlling such stockholder shall have entered an agreement with the Corporation, reasonably satisfactory to it, requiring the losing party, and any person controlling the stockholder, if the stockholder shall be the losing party, to pay to the prevailing party the attorneys' fees and expenses incurred by the prevailing party in such action. This Article SIXTH shall not apply to any claim arising before the Corporation shall have first filed a registration statement with respect to a class of equity security under the Securities Act of 1933 or the Securities Exchange Act of 1934 ("Exchange Act"). As used in this Article SIXTH, the term "person" shall have the meaning given it in Section 13(d) of the Exchange Act, and the term "controlling" shall have the meaning given it in Rule 12b-2 under the Exchange Act.

SEVENTH: The Board of Directors shall have power without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

EIGHTH: The Corporation shall indemnify and advance expenses to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, each person who is or was a director or officer of the Corporation and the heirs, executors and administrators of such a person.

NINTH: 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 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 a 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 the Corporation.

TENTH: The personal liability of directors of the Corporation is hereby eliminated to the full extent permitted by Section 102(b)(7) of the General Corporation Law of the State of Delaware as the same may be amended and supplemented.

ELEVENTH: 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 law, subject to the terms and conditions of the Plan, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, said Plan B Communications, Inc., has caused this Certificate to be signed by its President as of the 8th day of October, 2002.



Jacob Dayan, President

CERTIFICATE OF CHANGE OF REGISTERED OFFICE
AND/OR REGISTERED AGENT

OF

SPECTROTEL, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is Spectrotel, Inc.
2. The registered office of the corporation within the State of Delaware is hereby changed to National Registered Agents, Inc., 9 East Lockerman Street, Suite 1B, Dover, DE 19901, County of Kent.
3. The registered agent of the corporation within the State of Delaware is hereby changed to National Registered Agents, Inc. the business office of which is identical with the registered office of the corporation as hereby changed.
4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Dated: May 2, 2003.


Jacob Dayan, President