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COMMONWEALTH OF KENTUCKY  
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

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ADD  
Alison Lundergan Grimes  
Kentucky Secretary of State  
Received and Filed:  
7/22/2013 10:21 AM  
Fee Receipt: \$90.00

Division of Business Filings  
Business Filings  
PO Box 718  
Frankfort, KY 40602  
(502) 564-3490  
www.sos.ky.gov

Certificate of Authority  
(Foreign Business Entity)

FBE

Pursuant to the provisions of KRS 14A and KRS 271B, 273, 274, 275, 362 and 386 the undersigned hereby applies for authority to transact business in Kentucky on behalf of the entity named below and, for that purpose, submits the following statements:

1. The entity is a:  profit corporation (KRS 271B).  nonprofit corporation (KRS 273).  professional service corporation (KRS 274).  
 business trust (KRS 386).  limited liability company (KRS 275).  professional limited liability company (KRS 275).  
 limited partnership (KRS 362).

2. The name of the entity is Cytel, Inc.  
(The name must be identical to the name on record with the Secretary of State.)

3. The name of the entity to be used in Kentucky is (if applicable): \_\_\_\_\_  
(Only provide if "real name" is unavailable for use; otherwise, leave blank.)

4. The state or country under whose law the entity is organized is Nevada

5. The date of organization is March 26, 2010 and the period of duration is Perpetual  
(if left blank, the period of duration is considered perpetual.)

6. The mailing address of the entity's principal office is  
2700 W. Atlantic Blvd., Ste. 280 Pompano Beach FL 33069  
Street Address City State Zip Code

7. The street address of the entity's registered office in Kentucky is  
421 W. Main St Frankfort KY 40601  
Street Address (No P.O. Box Numbers) City State Zip Code

and the name of the registered agent at that office is Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company

8. The names and business addresses of the entity's representatives (secretary, officers and directors, managers, trustees or general partners):  
Cristina Perry, Pres. / V.P. 2700 W. Atlantic Blvd., Ste. 280 Pompano Beach FL 33069  
Name Street or P.O. Box City State Zip Code  
Cristina Perry, Sec/ Treas/Dir 2700 W. Atlantic Blvd., Ste. 280 Pompano Beach FL 33069  
Name Street or P.O. Box City State Zip Code

9. If a professional service corporation, all the individual shareholders, not less than one half (1/2) of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.

10. I certify that, as of the date of filing this application, the above-named entity validly exists under the laws of the jurisdiction of its formation.

11. If a limited partnership, it elects to be a limited liability limited partnership. Check the box if applicable:

12. This application will be effective upon filing, unless a delayed effective date and/or time is provided.  
The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is \_\_\_\_\_  
(Delayed effective date and/or time)

Cristina Perry Cristina Perry 07/16/2013  
Signature of Authorized Representative Printed Name & Title Date

Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company, consent to serve as the registered agent on behalf of the business entity.  
Type/Print Name of Registered Agent

Jane S. Kray Jane S. Kray, Assistant VP 7/16/13  
Signature of Registered Agent (01/12) Printed Name Title Date

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**SECRETARY OF STATE**



**STATE OF NEVADA**

**CERTIFICATE OF EXISTENCE  
WITH STATUS IN GOOD STANDING**

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CYTEL, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since March 26, 2010, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on January 29, 2013.



**ROSS MILLER**  
Secretary of State

Electronic Certificate  
Certificate Number: C20130129-2495  
You may verify this electronic certificate  
online at <http://www.nvsos.gov/>

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**EXHIBIT A**

**Cytel, Inc. Articles of Incorporation**

STATE OF NEVADA

ROSS MILLER  
Secretary of State



SCOTT W. ANDERSON  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

Certified Copy

July 23, 2014

Job Number: C20140717-2368  
Reference Number: 00004339587-99  
Expedite:  
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20100190882-01	Articles of Incorporation	1 Pages/1 Copies



Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER  
Secretary of State

Certified By: Patricia Camacho  
Certificate Number: C20140717-2368  
You may verify this certificate  
online at <http://www.nvsos.gov/>

Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138



**ROSS MILLER**  
 Secretary of State  
 204 North Carson Street, Suite 4  
 Carson City, Nevada 89701-4520  
 (775) 684 5708  
 Website: www.nvsos.gov



\*040101\*

**Articles of Incorporation**  
 (PURSUANT TO NRS CHAPTER 78)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20100190882-01</b>
	Filing Date and Time <b>03/26/2010 10:15 AM</b>
	Entity Number <b>E0136222010-5</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

<b>1. Name of Corporation:</b>	CYTEL, INC.		
<b>2. Registered Agent for Service of Process:</b> (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: CORPORATION SERVICE COMPANY Name		
	<input type="checkbox"/> Noncommercial Registered Agent (name and address below) <b>OR</b> <input type="checkbox"/> Office or Position with Entity (name and address below)		
	Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity		
	500 EAST JOHN ST Street Address	CARSON CITY City	Nevada 89706 State Zip Code
			Nevada State Zip Code
<b>3. Authorized Stock:</b> (number of shares corporation is authorized to issue)	Number of shares with par value: <input type="text"/>	Par value per share: \$ <input type="text"/>	Number of shares without par value: <input type="text" value="1,000"/>
<b>4. Names and Addresses of the Board of Directors/Trustees:</b> (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) CARMEN ASOREY Name		
	217 ROSWELL ST Street Address	ALPHARETTA City	GA 30009 State Zip Code
	2) <input type="text"/> Name		
	<input type="text"/> Street Address	<input type="text"/> City	<input type="text"/> State Zip Code
<b>5. Purpose:</b> (optional; see instructions)	The purpose of the corporation shall be: TELECOMMUNICATIONS SERVICES		
<b>6. Name, Address and Signature of Incorporator:</b> (attach additional page if more than one incorporator)	CARMEN ASOREY Name		
	217 ROSWELL ST Address	ALPHARETTA City	GA 30009 State Zip Code
<b>7. Certificate of Acceptance of Appointment of Registered Agent:</b>	I hereby accept appointment as Registered Agent for the above named Entity.		
	 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity	Jane S. Krayer, Assistant VP	<input type="text" value="3/25/2010"/> Date

This form must be accompanied by appropriate fees.

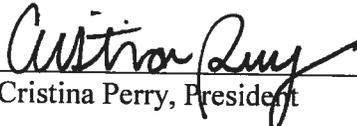
Nevada Secretary of State NRS 78 Articles  
 Revised: 4-10-09

**EXHIBIT B**

**Notarized Statement Regarding Prior Provision of Service**

STATE OF Texas  
COUNTY OF Fort Bend

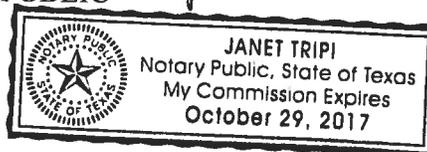
I, Cristina Perry, President of Cytel, Inc. do hereby certify that the Company has not provided or collected for intrastate service in Kentucky prior to filing this notice of intent.

  
Cristina Perry, President

The foregoing was signed, sworn to and acknowledged before me, the NOTARY PUBLIC, on this the 12th day of September, 2014.

  
NOTARY PUBLIC

My Commission Expires: 10/29/2017



## **EXHIBIT C**

### **Statement**

Cytel, Inc. does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.