

CT CORPORATION SYSTEM

FO1000003897

CORPORATION(S) NAME

UTStarcom, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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DIVISION OF CORPORATION

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

7/23/01

Order#: 4676226

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Ref#: _____

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Amount: \$ _____

gjc

BR

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. TTStarcom, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 52-1782500

(FEI number, if applicable)

4. June 10, 1991

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1275 Harbour Bay Parkway, Suite 100

Alameda, CA 94502

(Current mailing address)

8. To engage in any lawful act or activity in the State of Florida

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Masayoshi Son
Address: c/o SOFTBANK CORP.
24-1 Nihonbashi-Hakozakicho Chuo-ku, Tokyo 103-8501 JAPAN

Vice Chairman: Ying Wu
Address: c/o UTStarcom (China) Ltd.
11th Floor, CNT Manhattan Building No. 6, Chao Yang Men Be Da Jie Street
Beijing, 100027 CHINA

Director: Hong Liang Lu
Address: c/o UTStarcom, Inc.
1275 Harbour Bay Parkway, Suite 100, Alameda, CA 94502

Director: Thomas I. Toy
Address: c/o UTStarcom, Inc.
1275 Harbour Bay Parkway, Suite 100, Alameda, CA 94502

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

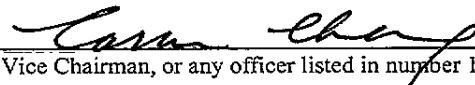
President: Hong Liang Lu
Address: c/o UTStarcom, Inc.
1275 Harbour Bay Parkway, Suite 100, Alameda, CA 94502

Vice President: Ying Wu
Address: c/o UTStarcom (China) Ltd.
11th Floor, CNT Manhattan Building No. 6, Chao Yang Men Be Da Jie Street
Beijing, 100027 CHINA

Secretary: Michael Sophie
Address: c/o UTStarcom, Inc.
1275 Harbour Bay Parkway, Suite 100, Alameda, CA 94502

Treasurer: Michael Sophie
Address: c/o UTStarcom, Inc.
1275 Harbour Bay Parkway, Suite 100, Alameda, CA 94502

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Asst. Secretary
(Typed or printed name and capacity of person signing application)

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ADDENDUM

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Director: Chauncey Shey
788 Hong Xu Road, #43 Suite 1501
Shanghai, 201103 CHINA

Director: Larry D. Horner
c/o UTStarcom, Inc.
1275 Harbour Bay Parkway, Suite 100
Alameda, CA 94502

B. OFFICERS

Vice President,
Chief Technology
Officer: Bill Huang
c/o UTStarcom, Inc.
1275 Harbour Bay Parkway, Suite 100
Alameda, CA 94502

Vice President,
Chief Operating
Officer, China
Operations: Shao-Ning J. Chou
c/o UTStarcom (China) Ltd.
11th Floor, CNT Manhattan Building No.6
Chao Yang Men Be Da Jie Street
Beijing, 100027 CHINA

Vice President,
International Sales: Paul Berkowitz
c/o UTStarcom, Inc.
1275 Harbour Bay Parkway, Suite 100
Alameda, CA 94502

Vice President,
Engineering: George Soloway
c/o UTStarcom, Inc.
1275 Harbour Bay Parkway, Suite 100
Alameda, CA 94502

Asst. Secretary: Carmen Chang
c/o Wilson Sonsini Goodrich and Rosati
650 Page Mill Road
Palo Alto, CA 94304

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State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UTSTARCOM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JULY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2265388 8300

AUTHENTICATION: 1255730

010353285

DATE: 07-20-01