

CORPORATION SERVICE COMPANY

www.incsport.com

CSC- Sacramento
Suite 100
2730 Gateway Oaks Drive
Sacramento, CA 95833
800-222-2122
916-563-2121 (Fax)

To: ALLA KAGAN**From:** Jerome Suarez/kzs**Fax Number:** 18584508499**Re:** Order Results**Date:** 09/27/2004**Number of Pages:** 4

This transmission is confidential and may contain legally privileged information. It is intended for the use of the named recipient only. No other person is authorized to read, copy or distribute this document. If you have received this transmission in error, please notify the sender immediately and mail it to the sender at the above address.

Printed by: alx
Order #: 886039

2675795



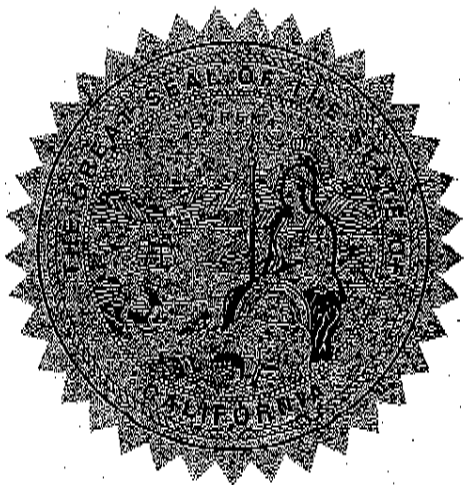
SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 24 2004



Kevin Shelley
Secretary of State

2675795

ARTICLES OF INCORPORATION
OF
CDMA CERTIFICATION FORUM

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

SEP 14 2004

KEVIN SHELLEY
Secretary of State

I.

The name of this corporation is CDMA Certification Forum (the "Corporation").

II.

A. The Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of the Corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

B. The specific purpose of the Corporation is to define and implement a core global handset certification process for cellular phones using CDMA technology.

III.

The name in the State of California of the Corporation's initial agent for service of process is Corporation Service Company which will do business in California as CSC-Lawyers Incorporating Service

IV.

A. The Corporation is organized and operated exclusively for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V.

The Corporation is not organized for profit and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, provided, however, that reasonable compensation may be paid for services rendered to the Corporation in furtherance of its exempt purpose. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to the Members in good standing in proportion to the amount of Membership fees and other contributions in kind they have made to the Corporation.

VI.

Notwithstanding any other provision in these Articles of Incorporation, the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall distribute its income for each taxable year at a time and in a manner that will not subject the Corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986.

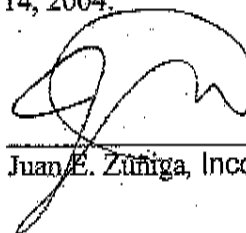
(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986.

(d) The Corporation shall not make any investments that will subject it to tax under Section 4944 of the Internal Revenue Code of 1986.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of CDMA Certification Forum, has executed these Articles of Incorporation on September 14, 2004.



Juan E. Zuniga, Incorporator

SD 669245 v2
(25456.6301)

