ARTICLES OF INCORPORATION

OF

IFAST, LTD. A NON-PROFIT ORGANIZATION

FIRST: The undersigned, Edward A. Hall, whose address is 13124 Fox Path Lane, West Friendship, MD 21794, being at least eighteen (18) year of age, does hereby form a non-stock corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

IFAST, LTD.

THIRD: The Corporation is formed to further and promote an increase in awareness and value of ANSI-41 networks and family of standards to achieve a seamless global communications network. To achieve this mission the Corporation will act to:

- (1) facilitate the identification and resolution of issues to enable the interaperdictity of systems between countries, carriers, technologies and standards.
- (2) assign and maintain International Roaming MIN (IRM) and allocating the System Identification Numbers to International ANSI-41 operators in coordination with U.S. based System Identification Numbers administrators.
- (3) to perform other activities permitted corporations under the General Laws of the State of Maryland, to the extent such activities are permitted of organizations which are exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue

Law).

FOURTH: The address of the principal office of the Corporation in this State is: 13124 Fox Path Lane, West Friendship, MD 21794.

FIFTH: The name and address of the resident agent of the Corporation in this State is: Edward Hall, 13124 Fox Path Lane, West Friendship, MD 21794. Said resident agent is a citizen of the State of Maryland who resides there.

SIXTH: The Corporation is not authorized to issue capital stock.

SEVENTH: The membership of the Corporation shall be as set forth in the By-Laws of the Corporation.

EIGHTH: The management and affairs of the Corporation shall be vested in a Board of Directors. The number of directors of the Corporation shall be no fewer than 5, but no greater than 20, which numbers may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The names of the initial directors who will serve until the next annual meeting and until their successors are elected and qualify are as follows: Edward A. Hall, David Grootwassink, David Crowe, Syed Zaeem Hosain and Bernardo Martinez. The directors shall be elected in the manner provided in the By-Laws.

NINTH: The following provisions are hereby adopted for defining, adopting, limiting and regulating the powers of the Corporation and of the directors and the members.

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in

Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Upon dissolution of the Corporation, the Board of Directors shall, **(2)** after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation (a) to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the Circuit Court of Howard County or such other court sitting in equity in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

- (3) The Corporation shall indemnify (a) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (b) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's By-Laws and be permitted by law, provided, however, that indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such by-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.
- (4) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of the Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the

foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

- (5) The Corporation shall maintain insurance coverage that satisfies all requirements of Maryland statutory or decisional law for directors of a corporation that is exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 so that the Corporation's directors are not personally liable for damages that are the result of the acts or omissions of the Corporation's directors in providing services or performing duties on behalf of the Corporation. Nevertheless, a director shall be liable for damages in any suit in which it is found that the director acted with malice or gross negligence, to the extent that the judgment for damages exceeds the Corporation's insurance coverage.
- (6) Except as limited by the next sentence, the Corporation reserves the right from time to time to make any amendments to its charter which may now or hereafter be authorized by law. The Corporation reserves the right from time to time to make any amendments to its corporate purposes and objects as contained in Article THIRD hereof so that they may embrace any activity which may properly be engaged in by any organization

which is exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force, except to the extent that the General Laws of the State of Maryland permit activities which are not permitted under Federal Law for any organization which is exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1996 (or the corresponding provision of any future United States Internal Revenue Law).

TENTH: The duration of the Corporation shall be perpetual.

Edward A. Hall