



# Davis Wright Tremaine LLP

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June 13, 2006

Ms. Blanca S. Bayó  
Division of the Commission Clerk & Administrative Services  
Florida Public Services Commission  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0850

Re: Docket No. 060454-TX

Dear Ms. Bayó:

Enclosed please find for filing an original and 6 copies of the CLEC Application form for Clearwire Telecommunications Services, LLC.

A check for the \$250.00 application fee is also enclosed.

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in black ink, appearing to read 'Jennifer E. Pew', written over a horizontal line.

Jennifer E. Pew  
Telecommunications Paralegal

Enclosures

**\*\* FLORIDA PUBLIC SERVICE COMMISSION \*\***

**DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT**  
**CERTIFICATION**

**APPLICATION FORM**  
**for**  
**AUTHORITY TO PROVIDE**  
**ALTERNATIVE LOCAL EXCHANGE SERVICE**  
**WITHIN THE STATE OF FLORIDA**

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**Instructions**

- ◆ This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Page 12).
- ◆ Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of **\$250.00** to:

**Florida Public Service Commission**  
***Division of the Commission Clerk and Administrative Services***  
**2540 Shumard Oak Blvd.**  
**Tallahassee, Florida 32399-0850**  
**(850) 413-6770**

- ◆ If you have questions about completing the form, contact:

**Florida Public Service Commission**  
**Division of Competitive Markets and Enforcement**  
**Certification**  
**2540 Shumard Oak Blvd.**  
**Tallahassee, Florida 32399-0850**  
**(850) 413-6600**

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## APPLICATION

**1. This is an application for  (check one):**

**Original certificate** (new company).

**Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.

**Approval of assignment of existing certificate:** Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.

**Approval of transfer of control:** Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

**2. Name of company:** Clearwire Telecommunications Services, LLC

**3. Name under which the applicant will do business (fictitious name, etc.):**  
Clearwire Telecommunications Services, LLC

**4. Official mailing address (including street name & number, post office box, city, state, zip code):** 5808 Lake Washington Blvd. NE, Suite 300, Kirkland, Washington 98033

5. **Florida address (including street name & number, post office box, city, state, zip code):** Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301

**6. Structure of organization:**

- Individual
- Foreign Corporation
- General Partnership
- Other -- Nevada Limited Liability Company
- Corporation
- Foreign Partnership
- Limited Partnership

**7. If individual, provide: (Not applicable)**

Name:

Title:

Address:

City/State/Zip:

Telephone No.: \_\_\_\_\_ Fax No.:

Internet E-Mail Address:

Internet Website Address:

**8. If incorporated in Florida, provide proof of authority to operate in Florida: (Not applicable)**

(a) **The Florida Secretary of State corporate registration number:**

**9. If foreign corporation, provide proof of authority to operate in Florida:**

(a) The Florida Secretary of State corporate registration number:

M05000004686

See attached Qualification Documents from the Florida Department of State.

**10. If using fictitious name-d/b/a, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida: (Not applicable)**

(a) The Florida Secretary of State fictitious name registration number:

**11. If a limited liability partnership, provide proof of registration to operate in Florida: (Not applicable)**

(a) The Florida Secretary of State registration number:

**12. If a partnership, provide name, title and address of all partners and a copy of the partnership agreement. (Not applicable)**

Name:

Title:

Address:

City/State/Zip:

Telephone No.:

Fax No.:

Internet E-Mail Address:

Internet Website Address:

**13. If a foreign limited partnership, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. (Not applicable)**

(a) The Florida registration number:

**14. Provide F.E.I. Number (if applicable): 56-2408571**

**15. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:**

(a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Provide explanation.

No.

(b) an officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

No.

**16. Who will serve as liaison to the Commission with regard to the following?**

(a) The application:

Daniel Waggoner, Esquire  
Davis Wright Tremaine LLP  
2600 Century Square, 1501 Fourth Avenue  
Seattle, WA 98101-1688  
(p) 206.622.3150  
(f) 206.628.7699  
[danielwaggoner@dwt.com](mailto:danielwaggoner@dwt.com)  
Internet Website Address: [www.dwt.com](http://www.dwt.com)

(b) Official point of contact for the ongoing operations of the company:

Name: Tony Ludlow  
Title: General Manager  
Address: 5808 Lake Washington Blvd. NE, Suite 300  
City/State/Zip: Kirkland, Washington 98033  
Telephone No.: (425) 216-7600  
Fax No.: (425) 216-7900  
Internet E-Mail Address: tony.ludlow@clearwire.com  
Internet Website Address: www.clearwire.com

(c) Complaints/Inquiries from customers:

Same as (b).

Name:  
Title:

Address:  
City/State/Zip:  
Telephone No.:                      Fax No.:

Internet E-Mail Address:  
Internet Website Address:

**17. List the states in which the applicant:**

(a) has operated as an alternative local exchange company.

None.

(b) has applications pending to be certificated as an alternative local exchange company.

At the time of filing, Applicant has applications pending, or plans to apply, to be authorized to provide the same or similar types of services that Clearwire seeks authority from this Commission to provide in Florida in the following states: Minnesota, New York, North Carolina, Ohio, Pennsylvania, Texas, Virginia, and Wisconsin.

(c) is certificated to operate as an alternative local exchange company.

None.

- (d) has been denied authority to operate as an alternative local exchange company and the circumstances involved.

None.

- (e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

None.

- (f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

None.

**18. Submit the following:**

- A. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.**

See Attachment 1.

- B. Technical capability: give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.**

See Attachment 2.



### C. Financial capability.

The application **should contain** the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer **affirming that the financial statements are true and correct** and should include:

1. the balance sheet:
2. income statement: and
3. statement of retained earnings.

**NOTE:** *This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.*

Further, the following (which includes supporting documentation) should be provided:

1. **written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. **written explanation** that the applicant has sufficient financial capability to maintain the requested service.
3. **written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.

See Attachment 3.

THIS PAGE MUST BE COMPLETED AND SIGNED

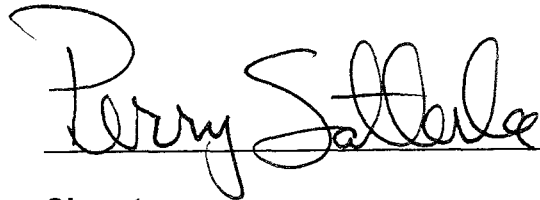
**APPLICANT ACKNOWLEDGMENT STATEMENT**

- 1. REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
- 2. APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

Perry Satterlee

Print Name



Signature

Chief Operating Officer  
Title

Date May 30, 2006

CW  
LEGAL  
JS

(425) 216-7600                      (425) 216-7900  
Telephone No.                      Fax No.

**Address:** Clearwire Telecommunications Services, LLC  
5808 Lake Washington Blvd. NE  
Kirkland, WA 89033

**THIS PAGE MUST BE COMPLETED AND SIGNED**

**AFFIDAVIT**

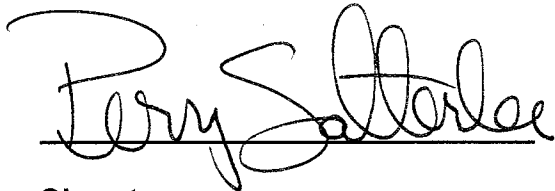
By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."

UTILITY OFFICIAL:

Perry Satterlee

Print Name



Signature

Chief Operating Officer

Title

Date May 30, 2006

(425) 216-7600

Telephone No.

(425) 216-7900

Fax No.

CW  
LEGAL  
JS

**Address:** Clearwire Telecommunications Services, LLC  
5808 Lake Washington Blvd. NE  
Kirkland, WA 89033



## Attachment 1

### **Managerial Capability**

Clearwire Telecommunications Services, LLC ("Clearwire") ("Clearwire") plans to provide wholesale high capacity dedicated transport, special access, interconnection, and 911 access services to other service providers. Clearwire has a team of managers and support personnel well-qualified to operate a communications business. In addition to the personnel identified in Attachment 2, the qualifications of Clearwire's primary management personnel are described below:

Perry Satterlee, Chief Operating Officer. Mr. Satterlee will have primary managerial responsibility for the company. Prior to joining Clearwire, Mr. Satterlee was Chief Operating Officer, from July 2002 to July 2004, and Vice President-Sales and Marketing, from August 1998 to July 2004, of Nextel Partners Inc. ("Nextel Partners"). Prior to joining Nextel Partners, Mr. Satterlee spent two years with Nextel Communications, Inc. ("Nextel"), where he held the position of President-Pacific Northwest Area since its inception in 1996. Prior to joining Nextel, Mr. Satterlee served from 1992 to 1996 as Vice President and General Manager of Central California District of AT&T Wireless Services ("AWS") (formerly McCaw Cellular). From 1990 to 1992, he was General Manager of McCaw Cellular's Ventura/Santa Barbara market. From 1988 to 1990, Mr. Satterlee was Director of Planning for McCaw Cellular, where he led the company's planning and budgeting processes.

## Attachment 2

### **Technical Capability**

Clearwire will establish a facilities-based point of presence ("POP") in each local market area where it will provide its wholesale services and will establish interconnection arrangements with the incumbent local exchange carrier ("ILEC") at that POP through which Clearwire will provide its services. Clearwire will use a combination of its own facilities and facilities and network elements obtained from other carriers or service providers and will provide its own equipment to access and provision services over, those facilities.

Clearwire has knowledgeable and experienced technical personnel that will be responsible for Clearwire's operations and for working with personnel from Qwest Corporation and other service providers from whom Clearwire obtains facilities to ensure that Clearwire is able to provide high quality service to its customers.

Clearwire's key technical personnel and their experience are described below:

Dr. John Saw, VP of Engineering and Network Operations. Prior to joining Clearwire, Dr. Saw was SVP & GM of Fixed Wireless Access at Netro Corp (now SR Telecom) after Netro's acquisition of AT&T Wireless' broadband wireless group. Previously, Dr. Saw was Chief Engineer and VP Engineering at AT&T Wireless (now Cingular) and played a key role in the rollout of AT&T Wireless' Digital Broadband wireless service in more than ten markets from 1997-2002. Prior to joining AT&T Wireless, he spent nine years at Nortel's Wireless Networks Division where he was involved in the development of cellular infrastructure and microwave radio products. As Senior Manager of RF Technology Development, he was awarded the Nortel Wireless President's Award for Innovation in 1997.

Dr. Saw earned a Ph.D in electrical engineering in 1988, an M.Eng in electrical engineering in 1986 and a B.Eng (summa cum laude) in electrical engineering in 1985, all from McMaster University, Canada. His doctoral thesis is widely recognized as pioneering work in the field of low loss surface wave technology, a key enabling technology today in wireless infrastructure and consumer equipment. He holds five U.S. patents and has published more than fifteen technical papers in the Journal of Applied Physics, IEEE Transactions on Ultrasonics, Ferroelectrics and Frequency Control, IEEE MTT Symposium Digest, and IEE Electronic Letters.

Eamon O'Leary, Director of Network Engineering. Prior to joining Clearwire, Mr. O'Leary spent twelve years with AT&T Wireless and Cingular Wireless as an Executive Director of Network Architecture and Engineering. He directed major projects including leading the architecture and engineering of the nationwide GSM/GPRS network for AT&T Wireless, building national MPLS backbones, and engineering national LD VoIP networks. Before joining AT&T/McCaw, Mr. O'Leary worked with Ericsson in software development and technical assistance areas for mobile, local and international gateway

systems both in the US and Europe. Eamon has a Bachelor of Electrical Engineering from the National University of Ireland.

Tony Ludlow, General Manager. Mr. Ludlow has over thirty years of network engineering experience directly related to local services. He has served as a technology executive with extensive experience in telecommunications, broadband, network operations, engineering, information technology systems, capital planning, business development, software security, and production. Mr. Ludlow has successfully led many high profile, business-critical projects by building teams, creating internal partnerships, and guiding professionals in setting and achieving goals. He envisions the overall picture and anticipates trends to position a company to the forefront of the market.

Prior to joining the Clearwire team, Mr. Ludlow's career included CLEC positions with Valor Telecommunications, Commonwealth Telephone Enterprise (CTE), and Time Warner. From 1995 to 2005, he has served in several senior executive roles designing and implementing leading edge infrastructure solutions that resulted in profitable revenue growth. These roles have focused on business development and implementation of strategic operating plans to design, build, and deliver CLEC end-to-end bundled services in Connecticut, New York, Pennsylvania, Maryland, New Jersey, Texas, Oklahoma, New Mexico, and Washington, D.C. Mr. Ludlow has managed a number of functions, including installation, provisioning, maintenance, construction, central office operations, and engineering. Mr. Ludlow has also served as Senior Manager at CTE on the ILEC side where he was responsible for data across the CTE enterprise, including developing strategies, operational processes and procedures using legacy switching, digital transport technologies, and software-controlled management systems.

Mr. Ludlow's roles have encompassed corporate support responsibilities for operating system platforms, performance contracts, software security, network reliability center process improvements, outside plant engineering, internal auditing, budget control, and planning functions. During his time at Time Warner, CTE, and Valor, he was responsible for exploring advanced technologies such as DSL, soft switches, ATM, packet switching, SONET, MPLS, and broadband; and participated in establishment of international standards for these products. Mr. Ludlow possesses a proven ability to research, test, and deploy next generation technologies and IT infrastructure solutions that have a dramatic impact on revenue growth and profit margins.

**Attachment 3**  
**Financial Capability**  
**(Confidential Attachments)**

In support of Applicant's financial capability to provide the proposed service within the State of Florida, Applicant attaches a letter of credit and a projected profit and loss statement. Clearwire is a new company that has not yet begun operations. Accordingly, the company has no financial statements.

The enclosed financial information clearly demonstrates that Clearwire has the requisite financial capability to provide the proposed services in Florida, maintain the requested service and to meet its lease and ownership obligations. Clearwire has access to sufficient capital to assemble its network and to meet its regulatory and industry obligations, well in excess of its anticipated expenditures.

Clearwire requests that the attached financial information be treated as confidential. Accordingly, copies of the financial documents have been submitted under separate cover to the Clerk, and are marked "Confidential and Proprietary – File under Protective Seal." Applicant requests that they not be made part of the public record.



CONFIDENTIAL & PROPRIETARY - FILED UNDER PROTECTIVE SEAL

Wholesale Interconnect Business - Florida

\$ in thousands, except per unit and per subscriber figures

2006:P	Jan '06	Feb '06	Mar '06	Apr '06	May '06	Jun '06	Jul '06	Aug '06	Sep '06	Oct '06	Nov '06	Dec '06	2006F
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Addressable Market

Subscribers  
Beginning Circuit Count  
Gross additions  
Churned circuits  
net additions  
Ending Circuits  
Average Circuits

Income Statement

Revenues  
Wholesale Revenues **Note 1**  
Retail Revenues

Total Revenues

Cost of Service  
Interconnection Costs **Notes 2,3,4**

Total LID Costs  
Other Cost of Service  
Total Cost of Service

Sales and Marketing **Note 5**

General and Administrative Expense **Notes 6,7**  
Fixed CMA - Support Costs  
Customer Support  
Regulatory Fees/Compliance  
Total General and Administrative

Operating Income before Depreciation and Amortization  
Depreciation and Amortization

Income before Interest and Taxes

Interest **0.4**  
Income before Taxes  
Taxes

Net Income

Cash Flow Projections

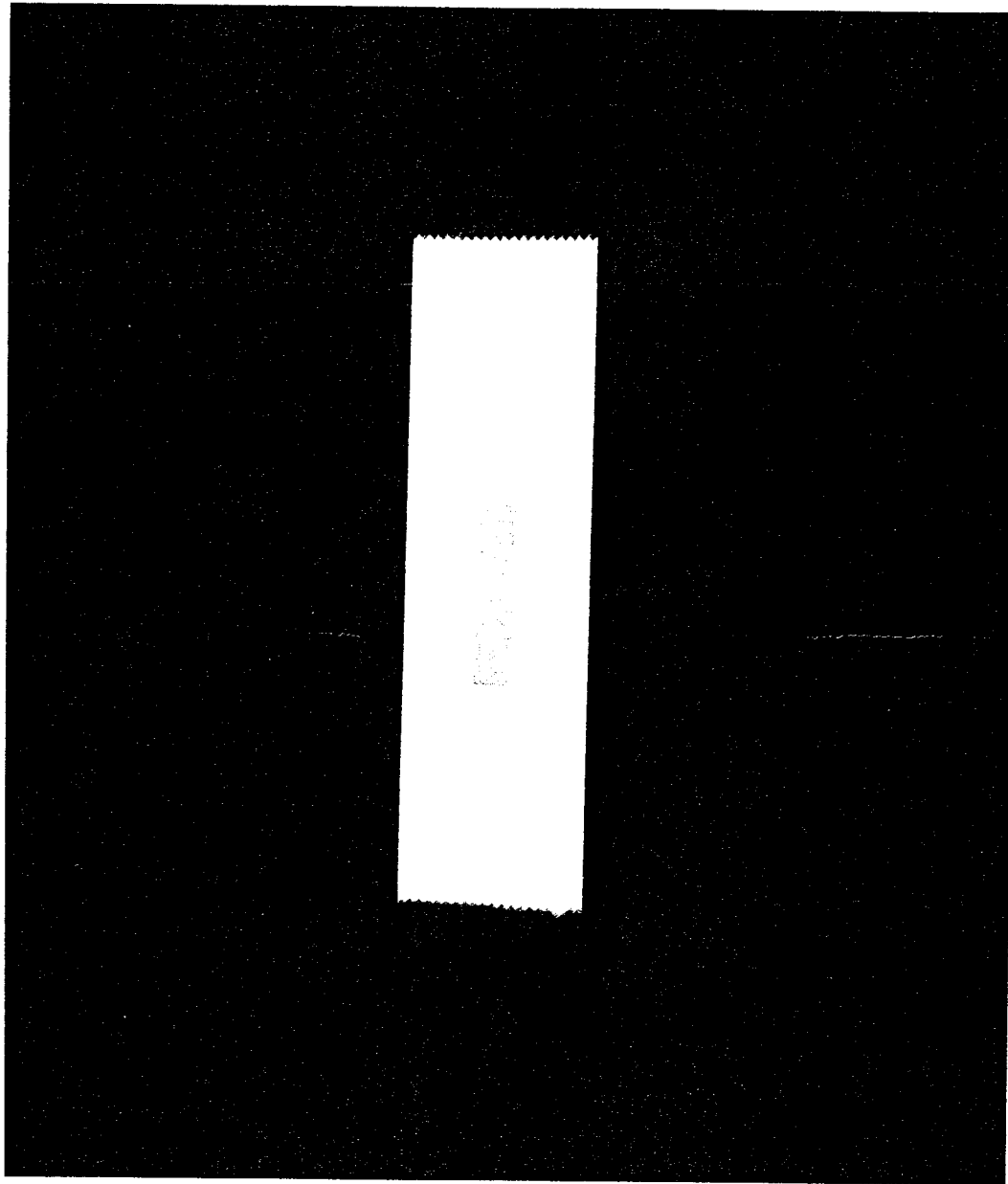
Cash Flow  
Net Income  
+ Amortization and Depreciation  
- Capital Expenditures  
+ Changes in Working Capital  
Total Cash Flow **Note 9**

Balance Sheet Data

Key Balance Sheet Data  
Accounts Receivable  
Accounts Payable

Gross PPE  
Net PPE

Working Capital **Notes 10**  
Change in A/R  
Change in A/P **Note 11**  
Working Capital Changes



CONFIDENTIAL & PROPRIETARY - FILED UNDER PROTECTIVE SEAL

Wholesale Interconnect Business - Florida

\$ in thousands, except per unit and per subscriber figures

Jan 07	Feb 07	Mar 07	Apr 07	May 07	Jun 07	Jul 07	Aug 07	Sep 07	Oct 07	Nov 07	Dec 07	2007P
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Addressable Market

Subscribers  
 Beginning Circuit Count  
 Gross additions  
 Churned circuits  
 net additions  
 Ending Circuits  
 Average Circuits

Income Statement

Revenues  
 Wholesale Revenues **Note 1**  
 Retail Revenues  
 Total Revenues

Cost of Service  
 Interconnection Costs **Notes 2,3,4**

Total LD Costs  
 Other Cost of Service  
 Total Cost of Service

Sales and Marketing

General and Administrative Expense **Note 5**  
 Fixed G&A - Support Costs **Notes 6,7**  
 Customer Support  
 Regulatory Fees/Compliance  
 Total General and Administrative

Operating Income before Depreciation and Amortization

Depreciation and Amortization

Income before Interest and Taxes

Interest

Income before Taxes

Taxes

Net Income

Cash Flow Projections

Cash Flow

Net Income

+ Amortization and Depreciation

- Capital Expenditures

+ Changes in Working Capital

Total Cash Flow

Balance Sheet Data

Key Balance Sheet Data

Accounts Receivable

Accounts Payable

Gross PPE

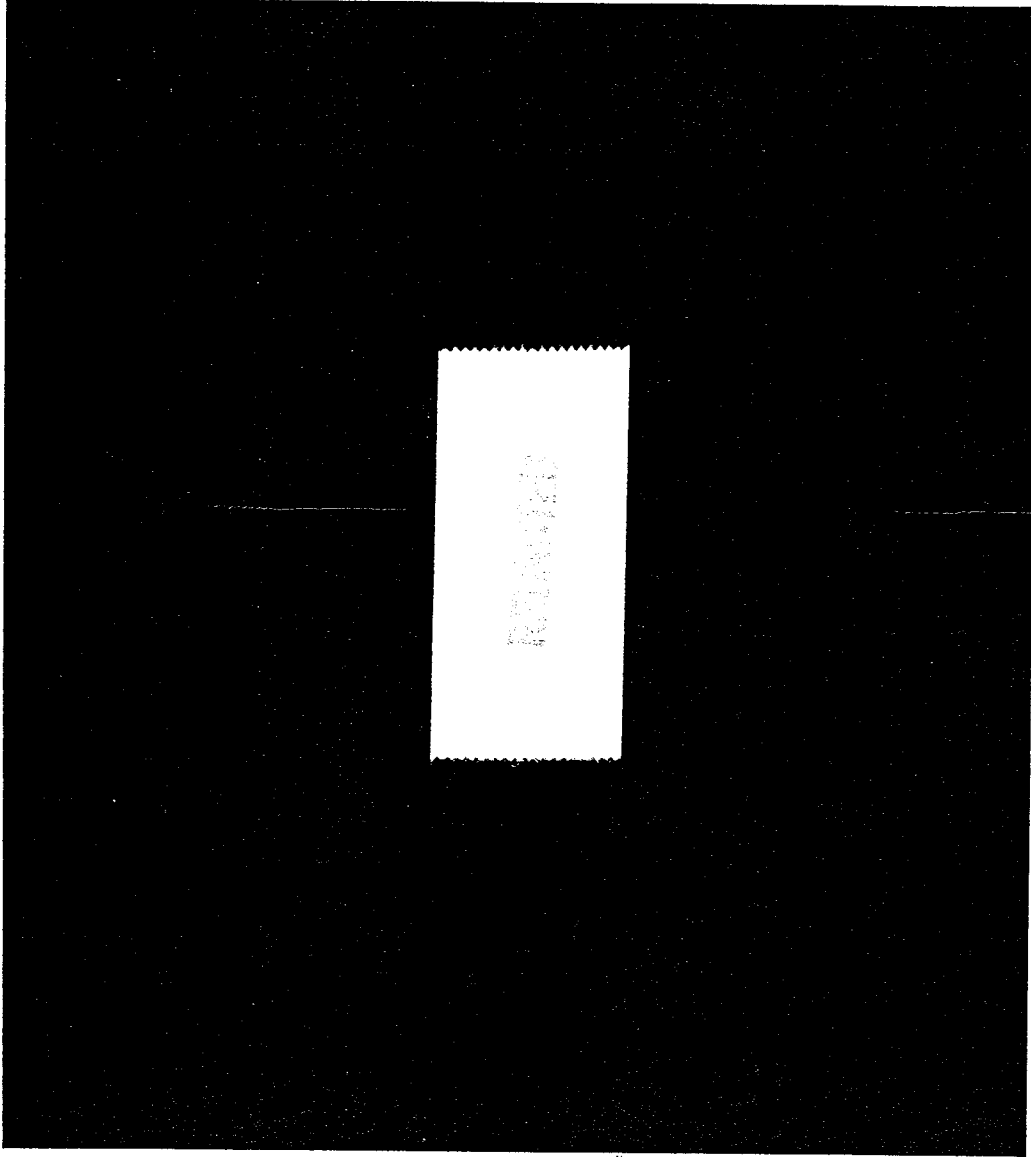
Net PPE

Working Capital

Change in A/R

Change in A/P

Working Capital Changes





BANK OF AMERICA - CONFIDENTIAL

PAGE: 1

DATE: APRIL 5, 2006

IRREVOCABLE STANDBY LETTER OF CREDIT NUMBER: [REDACTED]

BENEFICIARY  
CLEARWIRE TELECOMMUNICATIONS  
SERVICES, LLC  
5808 LAKE WASHINGTON BLVD NE  
SUITE 300  
KIRKLAND, WA 98033

APPLICANT  
CLEARWIRE CORPORATION  
5808 LAKE WASHINGTON BLVD. NE  
SUITE 300  
KIRKLAND, WA 98033

AMOUNT.

[REDACTED]

EXPIRATION  
SEPTEMBER 30, 2006  
AT OUR COUNTERS

WE HEREBY ESTABLISH IN YOUR FAVOR OUR IRREVOCABLE STANDBY LETTER OF CREDIT NUMBER [REDACTED] WHICH IS AVAILABLE WITH BANK OF AMERICA N.A. BY PAYMENT AGAINST PRESENTATION OF THE ORIGINAL OF THIS LETTER OF CREDIT AND YOUR DRAFTS AT SIGHT DRAWN ON BANK OF AMERICA N.A., ACCOMPANIED BY THE DOCUMENTS DETAILED BELOW:

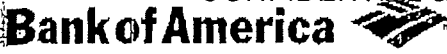
BENEFICIARY'S STATEMENT SIGNED BY A DULY AUTHORIZED OFFICER OF CLEARWIRE CORPORATION STATING THAT THE DRAWING AMOUNT REPRESENTS FUNDS DUE TO CLEARWIRE TELECOMMUNICATIONS SERVICES, LLC AS A RESULT OF CLEARWIRE CORPORATION'S FAILURE TO PAY CERTAIN PAYMENT OBLIGATIONS TO CLEARWIRE TELECOMMUNICATIONS SERVICES, LLC.

WE HEREBY ENGAGE WITH YOU THAT ALL DRAFTS DRAWN UNDER AND IN COMPLIANCE WITH THE TERMS AND CONDITIONS OF THIS LETTER OF CREDIT WILL BE DULY HONORED BY US UPON PRESENTATION.

THIS LETTER OF CREDIT IS SUBJECT TO THE INTERNATIONAL STANDBY PRACTICES 1998, ICC PUBLICATION NO. 590.

IF YOU REQUIRE ANY ASSISTANCE OR HAVE ANY QUESTIONS REGARDING THIS TRANSACTION, PLEASE CALL 213-481-7845.

ORIGINAL



BANK OF AMERICA - CONFIDENTIAL

PAGE: 2

THIS IS AN INTEGRAL PART OF LETTER OF CREDIT NUMBER;

REDACTED

*[Handwritten Signature]*  
-----  
AUTHORIZED SIGNATURE

THIS DOCUMENT CONSISTS OF 2 PAGE(S).

Eolivar Carrillo

ORIGINAL



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 23, 2005

AMANDA HADDAN  
CSC  
TALLAHASSEE, FL

Qualification documents for CLEARWIRE TELECOMMUNICATIONS SERVICES, LLC were filed on August 23, 2005, and assigned document number M05000004686. Please refer to this number whenever corresponding with this office.

Your limited liability company is now qualified and authorized to transact business in Florida as of the file date. In accordance with section 608.406(2), F.S., the name of this limited liability company is filed with the Department of State for public notice only and is granted without regard to any other name recorded with the Division of Corporations.

A limited liability company annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the limited liability company address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please contact this office at the address given below.

Buck Kohr  
Document Specialist  
Registration/Foreign Qualification  
Division of Corporations

Letter Number: 705A00053455

Account number: 072100000032

Amount charged: 125.00

05 AUG 23 PM 12:23  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. CLEARWIRE TELECOMMUNICATIONS SERVICES, LLC  
(Name of Foreign Limited Liability Company)

2. Nevada  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. \_\_\_\_\_  
(FEI number, if applicable)

4. 05/03/2005  
(Date of Organization)

5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 5808 Lake Washington Blvd. NE, Suite 300, Kirkland, WA 98033  
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:  
Clearwire Corporation, 5808 Lake Washington Blvd. NE, Suite 300  
Kirkland, WA 98033

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_  
wireless internet services

Steve Ednie  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
Steve Ednie, VP Tax of Clearwire Corporation, Member  
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

CLEARWIRE TELECOMMUNICATIONS SERVICES, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

Corporation Service Company

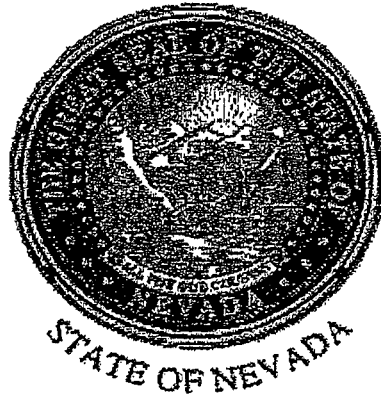
By: 

(Signature)

Carol Dolor, Asst. V.P.

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

SECRETARY OF STATE



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

I, DEAN HELLER, 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, **CLEARWIRE TELECOMMUNICATIONS SERVICES, LLC**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 3, 2005, 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 July 13, 2005.



*Dean Heller*

DEAN HELLER  
Secretary of State

By

*Acqueline Warr*  
Certification Clerk