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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2815

FILED

FEB 16 2012

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Handwritten signature and date: BY [Signature] 12:05
29/163862

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Huawei Technologies USA Inc.
2. It is incorporated under the laws of Texas
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

- 4. The date of its incorporation is 09/21/2011 and the period of its duration is perpetual
5. The address of its principal office is 5700 Tennyson Parkway, Suite 500, Plano, TX 75024
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is CT Corporation System

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Manufacture, research, develop and sell telecommunications technologies and products.
Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Table with 2 columns: Name, Address. Row 1: Director, See attachment

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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

| | <u>Name</u> | <u>Address</u> |
|----------------|--------------|---|
| President | Shaohua Ding | 5700 Tennyson Parkway, Suite 500, Plano, TX 75024 |
| Vice President | | |
| Treasurer | | |
| Secretary | Tingting Hou | 5700 Tennyson Parkway, Suite 500, Plano, TX 75024 |

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value or Statement that Shares are without Par Value</u> |
|-------------------------|--------------|---------------|---|
| 50,000,000 | Common | | \$1.00 |
| | | | |
| | | | |

10. (a) \$ 5,360,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$ 12,600 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) .02351 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*
11. (a) \$ 244,000,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 191,000 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.
- (c) 0.0783 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing 12/31/2011.

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 2/15/2012

Tingting Hou

Signature of Authorized Officer of the Corporation

Tingting Hou, Secretary

Type or Print Name of Authorized Officer

HUAWEI TECHNOLOGIES USA INC.
BOARD OF DIRECTORS

**Attachment to Rhode Island
Officers & Directors**

Houkun Hu
Bantian, Longgang District
Shenzhen 518129, P.R. China

Wenwei Xu
Bantian, Longgang District
Shenzhen 518129, P.R. China

Matt Bross
Bantian, Longgang District
Shenzhen 518129, P.R. China

Zhijun Xu
Bantian, Longgang District
Shenzhen 518129, P.R. China

Ping Guo
Bantian, Longgang District
Shenzhen 518129, P.R. China

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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for Huawei Technologies USA Inc. (file number 801483742), a Domestic For-Profit Corporation, was filed in this office on September 21, 2011.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 15, 2012.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State