

EXHIBIT A

Applicant's Business Formation Documents and Authority to Operate

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "U.S. TELEPACIFIC CORP." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE NINETEENTH DAY OF FEBRUARY, A.D. 2021, AT 1:04 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE NINETEENTH DAY OF FEBRUARY, A.D. 2021, AT 1:05 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "U.S. TELEPACIFIC CORP.".




Jeffrey W. Bullock, Secretary of State

5177125 8100H
SR# 20221423578

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203161944
Date: 04-12-22

**CERTIFICATE OF INCORPORATION
OF
U.S. TELEPACIFIC CORP.**

ARTICLE I

The name of the corporation is U.S. TelePacific Corp.

ARTICLE II

The address of the corporation's registered office in the State of Delaware is 251 Little Falls Drive, in the City of Wilmington, County of Newcastle, Delaware 19808. Corporation Service Company is the corporation's registered agent at that address.

ARTICLE III

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware as the same exists or may hereafter be amended (the "DGCL").

ARTICLE IV

The corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares of Common Stock that the corporation is authorized to issue is 1,000 with a par value of \$ \$0.0001 per share.

ARTICLE V

The business and affairs of the corporation shall be managed by or under the direction of the board of directors. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the bylaws of the corporation. The number of directors of the corporation shall be determined in the manner set forth in the bylaws of the corporation. Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

ARTICLE VI

To the fullest extent permitted by law, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any amendment, repeal or modification of this Article VI shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such amendment, repeal or modification.

ARTICLE VII

To the fullest extent permitted by applicable law, the corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the

corporation (and any other persons to which the DGCL permits the corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL.

Any amendment, repeal or modification of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such amendment, repeal or modification.

ARTICLE VIII

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to adopt, amend, or repeal the bylaws or adopt new bylaws without any action on the part of the stockholders; provided that any bylaw adopted or amended by the board of directors, and any powers thereby conferred, may be amended, altered, or repealed by the stockholders.

ARTICLE IX

Unless the corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the corporation to the corporation or the corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the DGCL or the Certificate of Incorporation or the bylaws of the corporation or (iv) any action asserting a claim governed by the internal affairs doctrine.

ARTICLE X

Except as otherwise provided in this Certificate of Incorporation, the corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute; and to add or insert other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article X.

ARTICLE XI

The name and mailing address of the incorporator are as follows:

Nicole Rodriguez-Fierro
White & Case LLP
609 Main Street, Suite 2900
Houston, TX 77002

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation pursuant to the DGCL, do make this Certificate of Incorporation, hereby acknowledging, declaring, and certifying that the foregoing Certificate of Incorporation is my act and deed and that the facts herein stated are true, and have accordingly hereunto set my hand this 19th day of February, 2021.

/s/ Nicole Rodriguez-Fierro

Name: Nicole Rodriguez-Fierro

Title: Incorporator

CERTIFICATE OF MERGER

U.S. TELEPACIFIC CORP.,
a California corporation

into

U.S. TELEPACIFIC CORP.,
a Delaware corporation

Pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned surviving corporation executed the following Certificate of Merger:

1. The name of the surviving corporation is U.S. TelePacific Corp., a Delaware corporation, and the name of the corporation being merged into the surviving corporation is U.S. TelePacific Corp., a California corporation.

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the DGCL.

3. The name of the surviving corporation is U.S. TelePacific Corp., a Delaware corporation.

4. The Certificate of Incorporation of the surviving corporation, as in effect immediately prior to the merger, shall be the Certificate of Incorporation of the surviving corporation.

5. The executed merger agreement is on file at the principal office of the surviving entity located at 7600 N Capital of Texas Hwy Unit 125, Austin, TX 78731

6. A copy of the merger agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

7. The authorized stock and par value of the non-Delaware corporation is 1,000 shares, all of which are designated common stock, without par value.

[Signature page follows.]

IN WITNESS WHEREOF, the surviving corporation has caused the Certificate to be signed by an authorized officer, this 19 day of February, 2021.

U.S. TELEPACIFIC CORP., a Delaware
corporation

A handwritten signature in dark ink, appearing to read "Don Joos", is written over a horizontal line.

Name: Don Joos
Title: President