

A32646

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From: Account Name : CORPDIRECT AGENTS, INC.
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LIMITED PARTNERSHIP AMENDMENT

CINGULAR INTERACTIVE, L.P.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$105.00

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 22, 2004

CINGULAR INTERACTIVE, L.P.
5565 GLENRIDGE CONNECTOR, STE. 1750
ATLANTA, GA 30342

SUBJECT: CINGULAR INTERACTIVE, L.P.
REF: A32646

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Your first page says this amendment is for CINGULAR INTERACTIVE, L.P., but the second page says "the name of the limited partnership is: VELOCITA WIRELESS, L.P."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

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**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

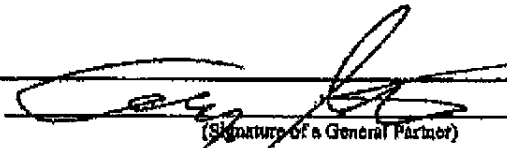
CINGULAR INTERACTIVE, L.P.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this Certificate of Amendment to its registration application:

The registration application is amended as follows:

To change the name of the limited partnership to: VELOCITA WIRELESS, L.P.
To change the name of the registered agent and registered office for service of process to: National Corporate Research, Ltd., Inc., 103 N. Meridian Street, Tallahassee, Florida 32301



(Signature of a General Partner)

VELOCITA WIRELESS HOLDING CORP.
By: George Parisse, Secretary

(Typed or printed name of General Partner signing above)

STATE OF New Jersey

COUNTY OF Middlesex

On this 9 day of December, 2004, George Parisse personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(Notary Public Signature)

JEANNETTE BARRETTA
Notary Public of New Jersey
Commission Expires April 4, 2007

(Notary's Printed Name)

Seal

My Commission Expires:

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 620.1051, FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. The name of the limited partnership is: Cingular Interactive, L.P.

2. The name and address of the registered agent and office is:

National Corporate Research, Ltd. Inc.

103 N. Meridian Street

Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above stated limited partnership 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.

Allen P. Davis
Signature

December 20, 2004
Date

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