

FO0000000870

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

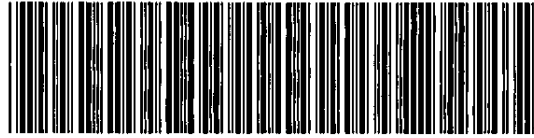
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Office Use Only



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09/11/07--01040--003 \*\*35.00

FILED  
07 SEP 11 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SL  
Farg  
Mc  
9/18/07



Schula Hobbs  
Director - Regulatory Affairs  
50 Barnes Park North,  
Suite 104  
Wallingford, CT 06492  
phone: 203 284-6100  
fax: 203 284-6101  
www.megapath.com

August 17, 2007

Florida Secretary of State  
Divisions of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Netifice Communications Inc. Corporate Name Change

Netifice Communications Inc. has changed its name to MegaPath Inc. and seeks to amend its certificate of Authority. Enclosed please find for the above-referenced corporation:

1. Cover Letter
2. Application Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida
3. Certified copy of Amendment reflecting the corporation's name change;
4. Filing fee - \$35.00.

Correspondence may be directed to me at 50 Barnes Park North, Suite 104, Wallingford, CT. 06492. For discussion, please contact me at 203-284-6109.

Sincerely,

Schula Hobbs

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F00000000870

(Document number of corporation (if known))

**FILED**  
**07 SEP 11 PM 12:18**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

1. Netifice Communications Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 2/16/2000

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 7-6-2006

5. MegaPath Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

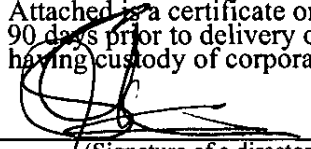
6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Steve Chisholm

(Typed or printed name of person signing)

SVR Secretary  
\_\_\_\_\_  
(Title of person signing)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NETIFICE COMMUNICATIONS INC.", CHANGING ITS NAME FROM "NETIFICE COMMUNICATIONS INC." TO "MEGAPATH INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JULY, A.D. 2006, AT 5:52 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



3143590 8100

060645219

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4881835

DATE: 07-06-06

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:02 PM 07/06/2006  
FILED 05:52 PM 07/06/2006  
SRV 060645219 - 3143590 FILE

**FIRST AMENDMENT TO  
TENTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**

**OF**

**NETIFICE COMMUNICATIONS INC.**

(Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware)

\*\*\*\*\*

Netifice Communications Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

**DOES HEREBY CERTIFY:**

1): That the name of this corporation is Netifice Communications Inc. (the "Corporation"), and that this Corporation was originally incorporated pursuant to the General Corporation Law on January 5, 2000 under the name "TCS Delaware Corp."

2): That the Board of Directors duly adopted resolutions proposing to amend the Tenth Amended and Restated Certificate of Incorporation of this Corporation, declaring said amendment to be advisable and in the best interests of this Corporation and its stockholders, and authorizing the appropriate officers of this Corporation to solicit the consent of the stockholders therefor, which resolutions setting forth the proposed amendment are as follows:

**RESOLVED:** That the Tenth Amended and Restated Certificate of Incorporation of the Company (the "Certificate") be amended so that the Article I shall be deleted and replaced in its entirety with the following:

**"ARTICLE I**

The name of this Corporation is MegaPath Inc."

**RESOLVED:** That the Certificate be further amended by deleting Section A of Article IV thereof in its entirety and replacing it with the following:

"The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares the Corporation is authorized to issue is 348,373,259 shares. 190,932,795 shares shall be Common Stock with a par value of \$0.001 each, and 157,440,464 shares shall be Preferred Stock with a par value of \$0.001 each."

**RESOLVED:** That the Certificate be further amended by deleting the second sentence of Section B of Article IV thereof in its entirety and replacing it with the following:

"The first series of Preferred Stock shall be designated as "Series 1 Preferred Stock" and shall consist of 43,632,700 shares authorized for issuance."

\* \* \*

3): The foregoing amendment was approved by the holders of the requisite number of shares of said Corporation in accordance with Section 228 of the General Corporation Law.

4): That said First Amendment to Tenth Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Section 242 of the General Corporation Law.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, this First Amendment to Tenth Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 6th day of July, 2006.

By: /s/D. Craig Young

Name: D. Craig Young

Title: Chief Executive Officer