

From:

Division of Corporations

03/09/2005 11:11 #019 P.001/006

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Florida Department of State
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FOREIGN PROFIT QUALIFICATION

Last Mile Connections, Inc.

Certificate of Status	0
Certified Copy	1
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From:

03/09/2005 11:12 #019 P.002/006

850-205-0381

2/23/2005 10:09

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 23, 2005

NATIONAL CORPORATE RESEARCH, LTD.

SUBJECT: LAST MILE CONNECTIONS, INC.
REF: W05000009284

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

The registered agent must sign accepting the designation.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

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TALLAHASSEE, FLORIDA

From:

03/09/2005 11:12 #019 P.003/006

02/08/2005 11:58

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Last Mile Connections, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 15, 2002 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 15, 2004
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Last Mile Connections, 81 Broadway, Suite 2220 New York NY 10006
(Principal office address)

same as above
(Current mailing address)

8. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized
under Florida Statutes.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: National Corporate Research, Ltd., Inc.

Office Address: 103 N. Meridian Street
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place
designated in this application, 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 relative to the proper and complete performance of my duties,
and I am familiar with and accept the obligations of my position as registered agent.*

Ann Marie Cummins

(Registered agent's signature)

ANN MARIE CUMMINS, ASST. SECY.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to
the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction
under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: David Walsh

Address: Telerate, 233 Broadway, 24th Floor

New York NY 10279

Vice Chairman: none

Address: _____

Director: Charles Auster

Address: One Equity Partners, 320 Park Avenue, 18th Floor

New York NY 10022

Director: Richard Cashin

Address: One Equity Partners, 320 Park Avenue, 18th Floor

New York NY 10022

B. OFFICERS

President: James Martino

Address: Last Mile Connections, 61 Broadway, Suite 2220

New York NY 10006

Vice President: Robert Riedel

Address: Last Mile Connections, 61 Broadway, Suite 2220

New York NY 10006

Secretary: Robert Mercier

Address: Last Mile Connections, 61 Broadway, Suite 2220

New York NY 10006

Treasurer: none

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. (Signature of Director or Officer listed in number 12 of the application)

14. James Martino President & Chief Executive Officer

(Typed or printed name and capacity of person signing application)

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ADDENDUM

6. Names and business addresses of additional directors:

DIRECTOR NAME	ADDRESS
Michael Collado	TalkPoint Communications, 100 William St, 9 th Fl, New York, NY 10038
Franklin W. Hobbs	One Equity Partners, 320 Park Ave, 18 th Floor, New York, NY 10022
Andrew Lipman	Swidler Berlin LLP, 3000 K Street NW, Ste 300 Washington, DC 20007
James Martino	Last Mile Connections, 61 Broadway, Ste 2220, New York, NY 10006
Tarek Shoeb	One Equity Partners, 320 Park Ave, 18 th Floor, New York, NY 10022
Richard Smith	One Equity Partners, 320 Park Ave, 18 th Floor, New York, NY 10022

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From:

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State of New York
Department of State } ss:

I hereby certify, that LAST MILE CONNECTIONS, INC. a DELAWARE corporation, filed an Application for Authority to do business in the State of New York on 02/22/2002. I further certify that so far as shown by the records of this Department, such corporation is still authorized to do business in the State of New York.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 18th day of February
two thousand and five.*

A handwritten signature in black ink, appearing to read "R. A. DeS."

Secretary of State

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