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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

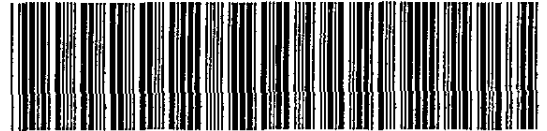
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 JAN 18 P 2:06

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Spot On Networks Florida CityNet, LLC
(Name of Limited Liability Company)
dba Spot On Florida

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Melissa B. Caldwell
(Name of Person)

Spot On Networks, llc
(Firm/Company)

55 Church Street Suite 100
(Address)

New Haven, CT 06510
(City/State and Zip Code)

For further information concerning this matter, please call:

Melissa B. Caldwell at (203) 945-2000 ext 105
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 JAN 18 P 2:06

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Open On Networks Florida Citytel, llc

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

101 North Dixie Highway
West Palm Beach, FL 33401

same

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Michael S. Woods

1177 North Flamingo

(Florida street address - P.O. Box NOT acceptable)

West Palm Beach, FL 33401

I, Michael S. Woods, being named as registered agent and in my sole service of process for the above stated Limited Liability Company at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in that 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 understand the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Michael S. Woods

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 JAN 18 P 2:06

FILED

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Spot On Networks Florida CityNet, llc

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

915 North Dixie Highway
West Palm Beach, FL 33401

Mailing Address:

same

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Mitchell Schepps
Name
977 South Flagler Drive
Florida street address (P.O. Box **NOT** acceptable)
W. Palm Beach FL 33401
City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S..

Registered Agent's Signature

(CONTINUED)

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TALLAHASSEE, FLORIDA

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

A. Paul Properi

8 Palmetto Drive

Sewall's Point, FL 34996

MGRM

Richard Sherwin

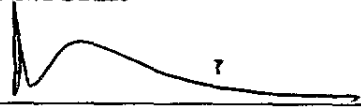
182 Leetes Island Road

Guilford, CT 06437

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Richard Sherwin

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)