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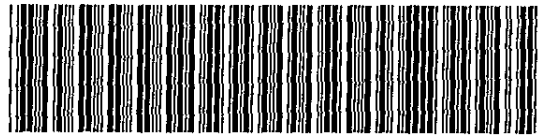
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 DEC -8 PM 3:56

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SpotON Networks, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Richard Siterwin
(Name of Person)

SpotON Networks LLC
(Firm/Company)

13 MARSHALL STREET
(Address)

NORWALK, CT 06854
(City/State and Zip Code)

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TALLAHASSEE, FL

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For further information concerning this matter, please call:

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

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

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 ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy

Nov 26 04 01:26p

Kent Anderson

561-835-1629

p. 4

Nov 18 04 11:30a

Kent Anderson

561-835-1629

p. 4

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. SPOTON NETWORKS LLC
(Name of Foreign Limited Liability Company)

2. CONNECTICUT DELAWARE 3. 56-2362747
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 26, 2003 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. December 1, 2004
(Date first transacted business in Florida, if prior to registration)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 13 MARSHALL STREET, NORWALK, CT 06854
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

RICHARD SHERWIN 13 MARSHALL ST. NORWALK, CT 06854
Nicola Pellini
Shirely Eis

Stuart Subotnick, 810 Seventh Avenue, NY, NY 10019

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Wireless internet service provider and related businesses

* [Signature]
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., 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 signer

Nov 26 04 01:26p

Kent Anderson

561-835-1629

p.5

Nov 18 04 11:30a

Kent Anderson

561-835-1629

p.5

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

SpatDN Networks, LLC

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

MITCHELL SCHEPPS, ESQ.

Sonnen Schein ^(Name) NATH & ROSENTHAL LLP

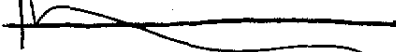
777 S. FLAGLER DRIVE, 501

Florida Street Address (P.O. Box NOT ACCEPTABLE)

WEST PALM BEACH FL 33401

City/State/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, Florida Statutes.



(Signature)

X Mitchell Scheps

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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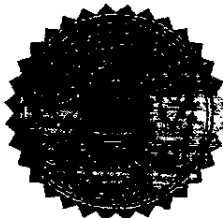
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPOT-ON NETWORKS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF NOVEMBER, A.D. 2004.

FILED
2004 DEC - 8 P 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3506039

DATE: 11-30-04