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SECRETARY OF STATE
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FOREIGN LIMITED LIABILITY COMPANY

SpotOn Networks Florida City Net, LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 2, 2005

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SUBJECT: SPOTON NETWORKS FLORIDA CITY NET, LLC
REF: W05000005386

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.

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Letter Number: 505A00007457

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DATE- February 7, 2005

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PLEASE DELIVER THE FOLLOWING PAGES TO:

NAME- Tammi Cline
FIRM- FL SOS - Division of Corporations
PHONE- 850-245-6020
FAX- 850-205-0383
FROM- Rita M. Burdo

TOTAL NUMBER OF PAGES TRANSMITTED, INCLUDING THIS SHEET: 6

MESSAGE- SpotOn Networks Florida City Net, LLC, a Delaware limited liability company, qualifying to do business in Florida.

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Ms. Tammi Cline, Document Specialists
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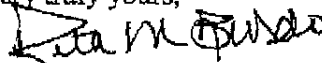
Re: SpotOn Networks Florida City Net, LLC
Fax Audit #H05000026529
Letter Number: 505A00007457

Dear Tammi:

Pursuant to your correspondence dated February 2, 2005 (a copy of which is attached) and our telephone conversations of last week, in connection with the above-referenced Delaware limited liability company, attached please find revised Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida. Also attached is a copy of a Certificate of Good Standing for the Company from the State of Delaware.

Thank you for your continued assistance with this matter. If you have any further questions or comments, please do not hesitate to contact me.

Very truly yours,



Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

attachments
999999999999174640791V-1

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

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

1. The name of the limited liability company is SPOTON NETWORKS FLORIDA CITY NET, LLC (the "Company").
2. The Company is organized under the laws of the State of Delaware.
3. The Company's taxpayer identification number is 34-2028979.
4. The date of organization of the Company was January 24, 2005.
5. The duration of the Company is perpetual.
6. The Company has not yet commenced business.
7. The address of the principal office of the Corporation is 915 North Dixie Highway, West Palm Beach, Florida 33401.
8. The Company is a member-managed company.
9. The names and usual business addresses of the managing members or managers are as follows:

SPOTON NETWORKS, LLC
55 Church Street, Ste. 100
New Haven, CT 06510

NONI UNWIRED, LLC
528 Rivera Isla
Ft. Lauderdale, FL 33301

10. The name and Florida street address of the Registered Agent are MITCHELL D. SCHEPPS, ESQ., c/o Sonnenschein Nath & Rosenthal LLP, 777 South Flagler Drive, Suite 600E, West Palm Beach, Florida 33401.

11. Attached is an original certificate of existence, no more than ninety (90) days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized.

12. The business purpose of the Company to be conducted or promoted in Florida is the provision of broadband access to the general public.

DATED this 3rd day of February, 2005.

SPOTON NETWORKS, LLC, a Delaware limited liability company

NONI UNWIRED, LLC, a Florida limited liability company

By: Mitchell D. Schepps
Richard Sherwin, Member
By: Mitchell D Schepps, Authorized Person

By: Mitchell D. Schepps
Nalda P. Steele, its Sole Member
By: Mitchell D Schepps, Authorized Person

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE**


FOREIGN LIMITED LIABILITY COMPANY:

SPOTON NETWORKS FLORIDA CITY NET, LLC

REGISTERED AGENT AND REGISTERED OFFICE:

Mitchell D. Schepps, Esq.
Sonnenschein Nath & Rosenthal LLP
777 South Flagler Drive, Ste. 600E
West Palm Beach, FL 33401

Having been named as Registered Agent and to accept service of process for the Company named above at the place designated in this Certificate, I hereby agree to 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.


MITCHELL D. SCHEPPS, ESQ., Registered Agent

DATE: February 3, 2005.

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Delaware

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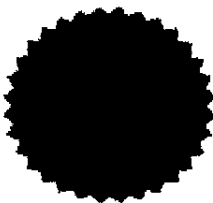
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPOTON NETWORKS FLORIDA CITY NET, 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 THIRD DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SPOTON NETWORKS FLORIDA CITY NET, LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA



3916236 8300

050089423

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3660636

DATE: 02-03-05