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Division of Corporations

SONNENSCHEN LLP

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Account Number : I20040000039
Phone : (561) 833-2410
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LIMITED LIABILITY AMENDMENT
SPOTON NETWORKS FLORIDA CITY NET, LLC

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|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$25.00 |

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

1. The name of the limited liability company as it appears on the records of the Florida Department of State is SPOTON NETWORKS FLORIDA CITY NET, LLC (the "Company").

2. The Company is organized under the laws of the State of Delaware.

3. The date the Company was authorized to do business in Florida is February 7, 2005.

4. This amendment corrects the following statement:

"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"

5. The correction is as follows:

"9. The name and usual business address of the manager is as follows:

A. PAUL PROSPERI
915 North Dixie Highway
West Palm Beach, FL 33401"

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

DATED: March 16, 2005.

SPOTON NETWORKS, LLC, a Delaware limited liability company

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

NONI UNWIRED, LLC, a Florida limited liability company

By: Mitchell D. Schepps
A. Paul Prosperi, Manager
By: Mitchell D Schepps, Authorized Person

20071310/0001/17408568V-1

MITCHELL D. SCHEPPS, ESQ.
Sonnenschein Nath & Rosenthal
777 South Flagler Drive, Ste. 1102W
West Palm Beach, FL 33401
Telephone No.: 561-833-2410
Fax No.: 561-833-8387
Florida Bar No.: 0979139

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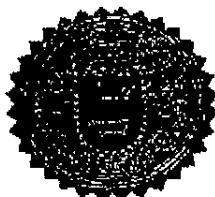
The First State

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 "SPOTON NETWORKS FLORIDA CITY NET, LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF MARCH, A.D. 2005, AT 4:30 O'CLOCK P.M.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3742609

DATE: 03-15-05

**CERTIFICATE OF AMENDMENT TO CERTIFICATE OF FORMATION
OF
SPOTON NETWORKS FLORIDA CITY NET, LLC**

1. The name of the limited liability company is SpotOn Networks Florida City Net, LLC (the "Company").

2. The Certificate of Formation of the Company is hereby amended to add the following:

FIFTH: The name and address of the Manager of the Company is:

A. PAUL PROSPERI
915 North Dixie Highway
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation this 14th day of March, 2005.

SPOTON NETWORKS, LLC, a Delaware limited liability company

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

NONI UNWIRED, LLC, a Florida limited liability company

By: Mitchell D. Schepps
A. Paul Proseri, Manager
By: Mitchell D Schepps, Authorized Person

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State of Delaware
Secretary of State
Division of Corporations
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