

APR. 7 2005 12:59 PM  
Division of Corporations

SCHNENSCHEIN, WFB

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**M05000000640**

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Account Number : I20040000039  
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**LIMITED LIABILITY AMENDMENT**

**SPOTON NETWORKS FLORIDA CITY NET, LLC**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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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 name and usual business address of the manager is as follows:

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

5. The correction is as follows:

"9. The names and usual business addresses of the managers are as follows:

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

RICHARD SHERWIN  
55 Church Street, Ste. 100  
New Haven, CT 06510"

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:** April 7, 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  
A. Paul Prosperi, Manager

By: Mitchell D Schepps, Authorized Person

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