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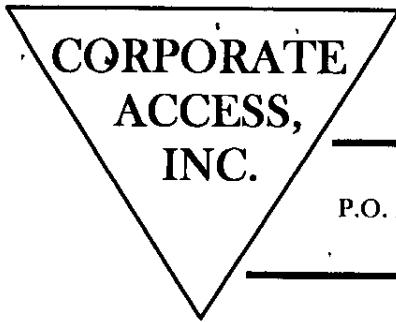
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*Amended &
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Amends

1. DSL Internet Corporation

(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DSL INTERNET CORPORATION

FILED

2008 MAR -6 PM 1:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "FBCA") DSL Internet Corporation, a Florida Profit Corporation (the "**Corporation**") adopts the following amendments to its Amended and Restated Articles of Incorporation:

1. **Paragraph 4 of Section C of Article IV** of the Amended and Restated Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by the following:

4. Redemption.

(a) Corporation's Right of Redemption. The Series A, Series B, Series C, Series D and Series E are redeemable by the Corporation, upon the recommendation of the Board of Directors, if such redemption would be in the best interests of the Corporation (a "**Redemption**"), provided that two-thirds of the Preferred Shareholders approve the Redemption.

(b) Redemption Price. The purchase price of any shares purchased by the Corporation pursuant to a Redemption shall be the fair market value thereof (the "**Redemption Price**"), as determined in good faith by the Board of Directors.

(c) Mechanics of Redemption. The Corporation may elect by written notice (a "**Redemption Notice**") to the holders of the Common Stock, to acquire all of the outstanding shares of Common Stock of the Corporation by redeeming such shares from the holders at the Redemption Price. The Redemption Notice shall set forth the date (the "**Redemption Date**") on which the Corporation shall effectuate the Redemption, which date shall be no earlier than five (5) business days after the date of the Redemption Notice. On the Redemption Date, the Corporation shall promptly mail or deliver by wire transfer to each holder of shares of Common Stock the applicable payment for the Common Stock. The Corporation shall cancel the certificates representing the stock acquired by the Corporation pursuant to the Redemption.

2. **Section D of Article IV** of the Amended and Restated Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by the following:

D. Common Stock.

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common

Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Subject to the prior rights or the right of participation of holders of all classes of stock at the time outstanding having prior rights as to liquidating distributions, upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed to the holders of the Common Stock of the Corporation pro rata in accordance with their holdings of Common Stock.

3. Redemption.

(a) Corporation's Right of Redemption. The Common Stock is redeemable by the Corporation, upon the recommendation of the Board of Directors, if such redemption would be in the best interests of the Corporation (a "**Redemption**"), provided that two-thirds of the Preferred Shareholders approve the Redemption.

(b) Redemption Price. The purchase price of any shares purchased by the Corporation pursuant to a Redemption shall be the fair market value thereof (the "**Redemption Price**"), as determined in good faith by the Board of Directors.

(c) Mechanics of Redemption. The Corporation may elect by written notice (a "**Redemption Notice**") to the holders of the Common Stock, to acquire all of the outstanding shares of Common Stock of the Corporation by redeeming such shares from the holders at the Redemption Price. The Redemption Notice shall set forth the date (the "**Redemption Date**") on which the Corporation shall effectuate the Redemption, which date shall be no earlier than five (5) business days after the date of the Redemption Notice. On the Redemption Date, the Corporation shall promptly mail or deliver by wire transfer to each holder of shares of Common Stock the applicable payment for the Common Stock. The Corporation shall cancel the certificates representing the stock acquired by the Corporation pursuant to the Redemption.


4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as provided by the Articles of Incorporation and as may be provided by law.

5. Miscellaneous. All rights accruing to the outstanding shares of this Corporation not expressly provided for to the contrary herein shall be vested in the holders of the Common Stock of the Corporation.

3. The foregoing amendment was approved by the Board on July 27, 2007, and by the shareholders of the Corporation on September 5, 2007. The number of votes cast for the amendment was sufficient for its approval by the shareholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation this 6 day of ~~August~~ 2007.

September



Ruben Perez-Sanchez
President

EXHIBIT "A"

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DSL INTERNET CORPORATION**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "FBCA") DSL Internet Corporation, a Florida Profit Corporation (the "Corporation") adopts the following amendments to its Amended and Restated Articles of Incorporation:

1. **Section D of Article IV** of the Amended and Restated Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by the following:

D. Common Stock.

1. **Dividend Rights.** Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. **Liquidation Rights.** Subject to the prior rights or the right of participation of holders of all classes of stock at the time outstanding having prior rights as to liquidating distributions, upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed to the holders of the Common Stock of the Corporation pro rata in accordance with their holdings of Common Stock.

3. **Redemption.**

(a) **Corporation's Right of Redemption.** The Common Stock is redeemable by the Corporation, upon the recommendation of the Board of Directors, if such redemption would be in the best interests of the Corporation (a "Redemption"), provided that two-thirds of the Preferred Shareholders approve the Redemption.

(b) **Redemption Price.** The purchase price of any shares purchased by the Corporation pursuant to a Redemption shall be the fair market value thereof (the "Redemption Price"), as determined in good faith by the Board of Directors.

(c) **Mechanics of Redemption.** The Corporation may elect by written notice (a "Redemption Notice") to the holders of the Common Stock, to acquire all of the

outstanding shares of Common Stock of the Corporation by redeeming such shares from the holders at the Redemption Price. The Redemption Notice shall set forth the date (the "**Redemption Date**") on which the Corporation shall effectuate the Redemption, which date shall be no earlier than five (5) business days after the date of the Redemption Notice. On the Redemption Date, the Corporation shall promptly mail or deliver by wire transfer to each holder of shares of Common Stock the applicable payment for the Common Stock. The Corporation shall cancel the certificates representing the stock acquired by the Corporation pursuant to the Redemption.

4. **Voting Rights.** The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as provided by the Articles of Incorporation and as may be provided by law.

5. **Miscellaneous.** All rights accruing to the outstanding shares of this Corporation not expressly provided for to the contrary herein shall be vested in the holders of the Common Stock of the Corporation.

2. The foregoing amendment was approved by the Board on July 27, 2007, and by the shareholders of the Corporation on _____, 2007. The number of votes cast for the amendment was sufficient for its approval by the shareholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation this ____ day of _____ 2007.

Ruben Perez-Sanchez
President

EXHIBIT "A"

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DSL INTERNET CORPORATION**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "FBCA") DSL Internet Corporation, a Florida Profit Corporation (the "Corporation") adopts the following amendments to its Amended and Restated Articles of Incorporation:

1. **Paragraph 4 of Section C of Article IV** of the Amended and Restated Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by the following:

4. **Redemption.**

(a) **Corporation's Right of Redemption.** The Series A, Series B, Series C, Series D and Series E are redeemable by the Corporation, upon the recommendation of the Board of Directors, if such redemption would be in the best interests of the Corporation (a "**Redemption**"), provided that two-thirds of the Preferred Shareholders approve the Redemption.

(b) **Redemption Price.** The purchase price of any shares purchased by the Corporation pursuant to a Redemption shall be the fair market value thereof (the "**Redemption Price**"), as determined in good faith by the Board of Directors.

(c) **Mechanics of Redemption.** The Corporation may elect by written notice (a "**Redemption Notice**") to the holders of the Common Stock, to acquire all of the outstanding shares of Common Stock of the Corporation by redeeming such shares from the holders at the Redemption Price. The Redemption Notice shall set forth the date (the "**Redemption Date**") on which the Corporation shall effectuate the Redemption, which date shall be no earlier than five (5) business days after the date of the Redemption Notice. On the Redemption Date, the Corporation shall promptly mail or deliver by wire transfer to each holder of shares of Common Stock the applicable payment for the Common Stock. The Corporation shall cancel the certificates representing the stock acquired by the Corporation pursuant to the Redemption.

2. **Section D of Article IV** of the Amended and Restated Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by the following:

D. Common Stock.

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Subject to the prior rights or the right of participation of holders of all classes of stock at the time outstanding having prior rights as to liquidating distributions, upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed to the holders of the Common Stock of the Corporation pro rata in accordance with their holdings of Common Stock.

3. Redemption.

(a) Corporation's Right of Redemption. The Common Stock is redeemable by the Corporation, upon the recommendation of the Board of Directors, if such redemption would be in the best interests of the Corporation (a "**Redemption**"), provided that two-thirds of the Preferred Shareholders approve the Redemption.

(b) Redemption Price. The purchase price of any shares purchased by the Corporation pursuant to a Redemption shall be the fair market value thereof (the "**Redemption Price**"), as determined in good faith by the Board of Directors.

(c) Mechanics of Redemption. The Corporation may elect by written notice (a "**Redemption Notice**") to the holders of the Common Stock, to acquire all of the outstanding shares of Common Stock of the Corporation by redeeming such shares from the holders at the Redemption Price. The Redemption Notice shall set forth the date (the "**Redemption Date**") on which the Corporation shall effectuate the Redemption, which date shall be no earlier than five (5) business days after the date of the Redemption Notice. On the Redemption Date, the Corporation shall promptly mail or deliver by wire transfer to each holder of shares of Common Stock the applicable payment for the Common Stock. The Corporation shall cancel the certificates representing the stock acquired by the Corporation pursuant to the Redemption.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as provided by the Articles of Incorporation and as may be provided by law.

5. Miscellaneous. All rights accruing to the outstanding shares of this Corporation not expressly provided for to the contrary herein shall be vested in the holders of the Common Stock of the Corporation.

3. The foregoing amendment was approved by the Board on July 27, 2007, and by the shareholders of the Corporation on _____, 2007. The number of votes cast for the amendment was sufficient for its approval by the shareholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation this ____ day of August 2007.

Ruben Perez-Sanchez
President

**RESOLUTIONS
OF THE SHAREHOLDERS OF
DSL INTERNET CORPORATION
ADOPTED BY WRITTEN CONSENT**

The undersigned, being the holders of the stock issued by DSL Internet Corporation, a Florida corporation (the "Corporation"), hereby adopt the following resolutions by written consent in lieu of a meeting.

WHEREAS, the Board of Directors of the Corporation (the "Board") has determined that it is in the best interests of the Corporation to amend the Corporation's Articles of Incorporation (the "Articles"), to permit the Corporation to redeem the common stock and the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock of the Corporation in certain circumstances, and has recommended to the shareholders of the Corporation (the "Shareholders") that they approve the such an amendment; and

WHEREAS, in order to effectuate such an amendment, the Amended and Restated Articles of Incorporation of the Corporation must be amended, by filing Articles of Amendment to the Articles of Incorporation of the Corporation (the "Articles of Amendment") in the form set forth in **Exhibit A** attached hereto; and

WHEREAS, the undersigned desire to approve the amendment of the Articles and the filing of the Articles of Amendment to provide that the common stock and the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock of the Corporation may be redeemed by the Corporation:

NOW, THEREFORE, IT IS RESOLVED, that the undersigned hereby approve and consent to the amendment of the Articles in order to permit the Corporation to redeem the common stock and the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock of the Corporation; and it is further

RESOLVED, that the undersigned hereby approve and consent to the amendment of the Amended and Restated Articles of Incorporation of the Corporation, and to the filing with the Division of Corporations of the Department of State of Florida of the Articles of Amendment; and it is further

RESOLVED, that the directors of the Corporation, be and they hereby are, authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents on behalf of the Corporation as may, in their discretion, be deemed necessary or desirable to carry out and comply with the duties of directors under Florida law, and all acts and doings of the directors of the Corporation which are in conformity with the intent and purpose of these resolutions, whether heretofore or hereafter taken or done, shall be and the same

are hereby in all respects ratified, confirmed and approved as acts of the Corporation; and it is further

RESOLVED, that these resolutions may be executed in one or more counterparts, including counterparts received as signed confirmed facsimiles, all of which together shall constitute the original; and it is further

RESOLVED, that an executed copy of these resolutions shall be placed in the minute book of the Corporation.

[SIGNATURE BLOCK ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned have executed this Written Consent in lieu of a meeting.

E-GOO VENTURES, L.P. _____ Date: 7-31-, 2007

By: E-GOO Management, LLC.
Its: General Partner

By: [Signature]
Keir Kleinknecht
Title: Managing Partner

KNIGHT INVESTMENTS, L.P. _____ Date: 7-31-, 2007

By: Knight Haven Management, LLC.
Its: General Partner

By: [Signature]
Peter Kleinknecht
Its: President

VOLTRON VENTURES, L.P. _____ Date: 7-31-, 2007

By: [Signature]
Keir Kleinknecht
Its: Managing Partner

EQUITABLE TRUST COMPANY,
TRUSTEE TUA THEODORE R. DUNCAN, JR.
ROTH IRA NO. 4

Date: _____, 2007

By: _____
Name:
Title:

DUNKNIGHT TELECOM PARTNERS _____ Date: 7-31-, 2007

By: [Signature]
Name: Keir Kleinknecht
Its: President

IN WITNESS WHEREOF, the undersigned have executed this Written Consent in lieu of a meeting.

E-GOO VENTURES, L.P. _____ Date: _____, 2007

By: E-GOO Management, LLC.
Its: General Partner

By: _____
Keir Kleinknecht
Title: Managing Partner

KNIGHT INVESTMENTS, L.P. _____ Date: _____, 2007

By: Knight Haven Management, LLC.
Its: General Partner

By: _____
Peter Kleinknecht
Its: President

VOLTRON VENTURES, L.P. _____ Date: _____, 2007

By: _____
Keir Kleinknecht
Its: Managing Partner

EQUITABLE TRUST COMPANY,
TRUSTEE TUA THEODORE R. DUNCAN, JR.
ROTH IRA NO. 4

Date: 9/5, 2007

EQUITABLE TRUST COMPANY
By: BY: Darlinda H. Jones
Name: Darlinda H. Jones
Title: Senior Vice President

DUNKNIGHT TELECOM PARTNERS _____ Date: _____, 2007

By: _____
Name: _____
Its: _____

Mario Bustamante, Individually

Date: _____, 2007

Ruben Perez-Sanchez, Individually

Date: _____, 2007

Juan T. O'Naghten, Individually

Date: _____, 2007

Gabriel Bustamante, Individually

Date: _____, 2007

Vincent A. Vazquez, Individually

Date: _____, 2007

Jim Vasquez, Individually

Date: _____, 2007

Brett Beveridge, Individually

Date: _____, 2007

Sabrina Kleinknecht, Individually

Date: _____, 2007

Mark Harris
Mark Harris, Individually

Date: 8/14, 2007

Ray Earle, Individually

Date: _____, 2007

CADEL ENTERPRISES INC

Date: _____, 2007

By: _____

Name:

Its:

Mario Bustamante, Individually

Ruben Perez-Sanchez, Individually

Juan T. O'Naghten, Individually

Gabriel Bustamante, Individually

Vincent A. Vazquez, Individually

Jim Vasquez, Individually

Brett Beveridge, Individually

Sabrina Kleinknecht, Individually

Mark Harris, Individually

Ray Earle, Individually

CADEL ENTERPRISES INC

By: _____
Name: _____
Its: _____

Date: _____, 2007

Date: 7/31, 2007

Date: _____, 2007

Date: _____, 2007

Date: _____, 2007

Date: _____, 2007

Date: _____, 2007

Date: _____, 2007

Date: _____, 2007

Date: _____, 2007

Date: _____, 2007

**RESOLUTIONS
OF THE BOARD OF DIRECTORS OF
DSL INTERNET CORPORATION
ADOPTED BY UNANIMOUS WRITTEN CONSENT**

The undersigned, being all of the directors of DSL Internet Corporation, a Florida corporation (the "**Corporation**"), hereby adopt the following resolutions by unanimous written consent in lieu of a meeting, effective as of July 27, 2007.

REDEMPTION OF SHARES

WHEREAS, the undersigned members of the Board of Directors of the Corporation (the "**Board**") have determined that it is in the best interests of the Corporation to amend the Corporation's Articles of Incorporation (the "**Articles**"), and to recommend to the shareholders of the Corporation (the "**Shareholders**") that they approve the amendment to the Articles, to permit the Corporation to redeem the common stock and the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock of the Corporation; it is hereby

RESOLVED, that the amendment of the Articles, to provide that the common stock and the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock of the Corporation may be redeemed by the Corporation be, and it hereby is, confirmed and approved in all respects; and it is further

RESOLVED, that the Articles of Amendment to the Articles of Incorporation of the Corporation (the "**Articles of Amendment**") in the form set forth in **Exhibit A** attached hereto, be, and they hereby are, confirmed and approved in all respects; and it is further

RESOLVED, that the Board recommend to the Shareholders, and it hereby does, that they approve the amendment of the Articles, to provide that the common stock and the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock of the Corporation may be redeemed by the Corporation, and that they approve the Articles of Amendment; and it is further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to solicit the approval of the Shareholders by written consent in lieu of a meeting, to the amendment of the Articles; and it is further

RESOLVED, that, upon receipt of the consent of the requisite number of Shareholders, the duly authorized officers of the Corporation be, and they hereby are, authorized and directed to file with the Division of Corporations of the Department of State of Florida, the Articles of Amendment, in order to effectuate the intent of these resolutions; and it is further

RESOLVED, that immediately after the acceptance for filing by the Florida Division of Corporations of the Articles of Amendment, the officers of the Corporation be, and they hereby are, directed give notice to the holders of the issued and outstanding shares of common stock and Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock of the Corporation (the "**Redeemed Shares**"), of the Corporation's intent to redeem such shares (the "**Redemption**"), at a price of \$0.0007 per share (the "**Redemption Price**"), such amount having been determined by this Board to be the fair value of the Redeemed Shares; and that the officers of the Corporation be, and they hereby are, directed to cancel the appropriate stock certificates reflecting ownership of the Redeemed Shares five business days after the date the holders of Redeemed Shares are given notice of the Redemption; and it is further

RESOLVED, that in addition to and without limiting the foregoing, each officer of the Corporation be and hereby is authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as he may deem appropriate in order to effect the purpose or intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all action heretofore taken by such officer in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Corporation; and it is further

RESOLVED, that these resolutions may be executed in one or more counterparts, including counterparts received as signed confirmed facsimiles, all of which together shall constitute the original; and it is further

RESOLVED, that an executed copy of these resolutions shall be placed in the minute book of the Corporation.

[SIGNATURE BLOCK ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the date first above written.

DIRECTORS:


Theodore R. Duncan

Mark Harris

Keir Kleinknecht

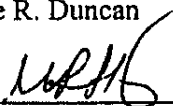
Peter Kleinknecht

Rubén Pérez-Sanchez

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the date first above written.

DIRECTORS:

Theodore R. Duncan



Mark Harris

Keir Kleinknecht

Peter Kleinknecht

Rubén Pérez-Sanchez

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the date first above written.

DIRECTORS:

Theodore R. Duncan

Mark Harris



Keir Kleinknecht

Peter Kleinknecht



Ruben Perez-Sanchez

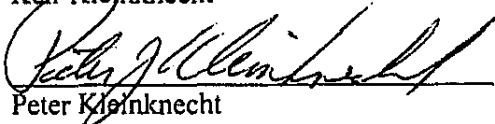
IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the date first above written.

DIRECTORS:

Theodore R. Duncan

Mark Harris

Ken Kleinkecht



Peter Kleinkecht

Rubén Pérez-Sanchez