

Before The
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

FILED/ACCEPTED

JUL 10 2008

Federal Communications Commission
Office of the Secretary

In re Application of)
AST Telecom, LLC)
Request for Declaratory Ruling Under Section)
310(b)(4) of the Communications Act of 1934,)
as Amended)

To: The Commission

SUPPLEMENT TO REQUEST FOR DECLARATORY RULING

AST Telecom, LLC ("AST") is providing the following information to supplement and amend its Request for Declaratory Ruling ("PDR"), filed April 1, 2008, in which it requested that the Commission: 1) approve the current foreign ownership interests held directly in eLandia, Inc. ("eLandia"),¹ AST's parent company, in connection with the license won by AST in Auction No. 73;² 2) approve these same levels of foreign ownership for the International 214 authorizations and wireless licenses held by other eLandia subsidiaries so as to take into account slight changes in the ownership percentages held by eLandia's shareholders that have occurred since the existing Declaratory Rulings for these authorizations and licenses were issued; and 3) approve a further increase in the controlling ownership interest in eLandia held by R. Allen Stanford, a U.S. citizen, through two wholly-owned foreign subsidiaries, Stanford International

¹ As explained herein, eLandia Inc. has changed its name to eLandia International, Inc. This represents a simple name change.

² AST's has also filed an application to participate in upcoming Auction No. 78 and its application has been accepted for filing. See *Auction of AWS-1 and Broadband PCS Licenses*, Report No. AUC-08-78-C, DA 08-1579 (rel. July 7, 2008). In the event that AST is the successful bidder for any AWS or PCS license in that auction, the company requests that this ruling would apply to such license(s). AST already holds PCS and AWS licenses that have been the subject previous foreign ownership rulings as set forth in the PDR.

Bank Limited ("SIBL") and Stanford International Bank Holdings Limited ("SIBHL"), from its present level of 57.45% to 69.50% in order to account for the planned conversion of existing convertible debt held by SIBL into additional shares of eLandia stock as well as for additional capital contributions that Mr. Stanford has committed to make for the growth and financial health of the companies.

Initially, AST wishes to inform staff that the planned conversion of preferred shares to common shares in eLandia and the planned conversion of convertible debt by Mr. Stanford (through SIBHL and SIBL) outlined in the PDR occurred on June 30, 2008. Accordingly, Mr. Stanford's interest in eLandia has increased from 57.45% to 68.10% and the interests of the remaining shareholders have been reduced proportionately. An amended ownership chart to replace the chart originally submitted with the PDR is attached hereto. AST's pending applications for auctions 73 and 78 are being amended to provide this updated information.

Second, documentation is attached evidencing the referenced name change for eLandia. This name change occurred September 30, 2007 but was inadvertently overlooked in submitting the PDR and the auction applications. AST's pending applications for auctions 73 and 78 are being amended to provide this updated information and documentation.

Third, on June 10, 2008, two indirect subsidiaries of eLandia, Total Solutions Telecom, Inc. and TS Telecommunications, Inc. were dissolved and merged into their parent Latin Node, Inc. in connection with a pending assignment for the benefit of creditors proceeding involving Latin Node. AST's pending applications for auctions 73 and 78 are being amended to provide this updated information and remove those two companies as FCC regulated businesses of the applicable disclosable interest holders. They have been removed from the updated ownership

chart attached hereto as well. Additionally, the International 214 applications held by Latin Node and its two subsidiaries will shortly be surrendered to the Commission for cancellation, and eventually Latin Node will be dissolved.

Finally, in response to FCC staff requests for additional information regarding the breakdown of the "Other Shareholder" category of eLandia ownership, AST is providing the breakdown both on a pre-June 30, 2008 basis and on a post-June 30, 2008 basis. That information is set forth below.

Pre-June 30

Other Shareholders (32.85%) is comprised of the following categories:

- 1) Known U.S. citizens (18.1%). This includes Stanford employees that received eLandia shares upon conversion of options, stock and/or convertible debt.
- 2) Fijian shares (4.59%). This includes shares held or controlled by Krishna Sami and by individual members of the Ah Koy family. It does not include any shares held by Michael ah Koy or the Ah Koy family trust which have already been broken out separately on the ownership chart.
- 3) Unknown Citizenship (10.16%).

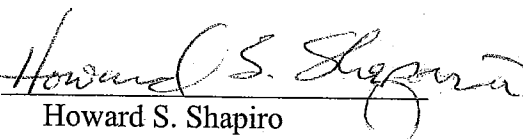
Post-June 30

Other Shareholders (25.06%) is comprised of the following categories:

- 1) Known U.S. citizens (17.07%). This includes Stanford employees that received eLandia shares upon conversion of options, stock and/or convertible debt.
- 2) Fijian shares (2.49%). This includes shares held or controlled by Krishna Sami and by individual members of the Ah Koy family. It does not include any shares held by Michael ah Koy or the Ah Koy family trust which have already been broken out separately on the ownership chart.
- 3) Unknown Citizenship (5.5%).

For the reasons stated herein, and in its original Request for Declaratory Ruling, AST respectfully requests that the Commission: 1) approve the current foreign ownership interests held directly in eLandia, AST's parent company, in connection with the license won by AST in Auction No. 73; 2) approve these same levels of foreign ownership for the International 214 authorizations and wireless licenses held by other eLandia subsidiaries so as to take into account slight changes in the ownership percentages held by eLandia's shareholders that have occurred since the existing Declaratory Rulings for these authorizations and licenses were issued; and 3) approve a further increase in the controlling ownership interest in eLandia held by R. Allen Stanford, a U.S. citizen, through two wholly-owned foreign subsidiaries, SIBL and SIBHL, from its present level of 57.45% to 69.50% in order to account for the recently completed conversion of convertible debt held by SIBL into additional shares of eLandia stock and the conversion of SIBL's preferred stock into common shares, all actions undertaken by Mr. Stanford for the growth and financial health of the companies.

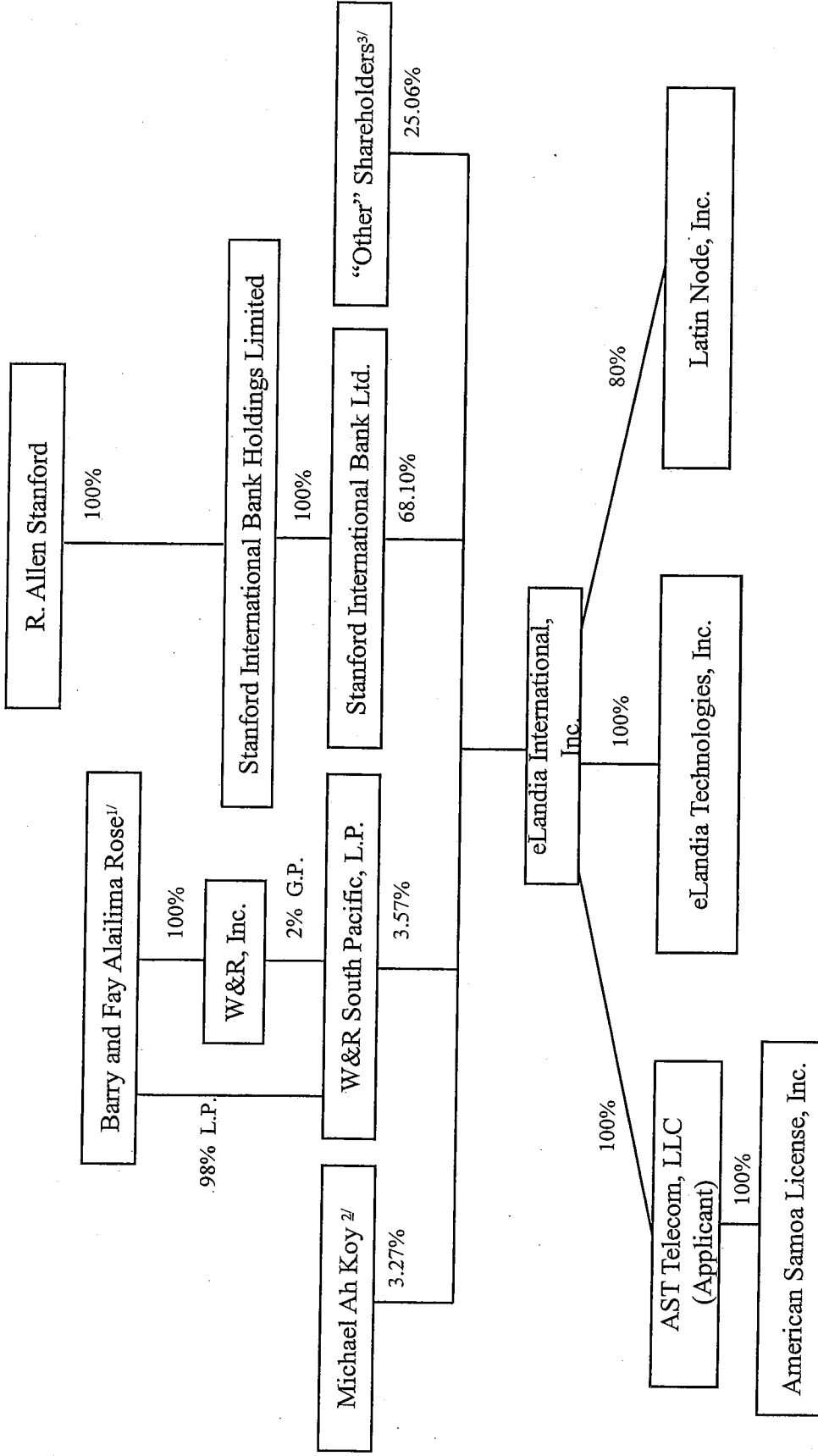
AST Telecom, LLC

By: 
Howard S. Shapiro
Bennet & Bennet, PLLC
Suite 201
4350 East-West Highway
Bethesda, MD 20814
(202) 371-1500

July 10, 2008

Its Attorneys

Updated Ownership Structure



^{1/} Barry and Fay Alailima Rose are husband and wife and hold their ownership interests jointly.

^{2/} Michael Ah Koy individually owns a less than 1% beneficial interest in eLandia International, Inc. However Mr. Ah Koy is a beneficiary and trustee of the James Michael Ah Koy Trust which holds less than a 10% interest in eLandia International, Inc. As a result, the holdings of Mr. Ah Koy reflect these aggregated ownership interests.

^{3/} No single shareholder (individual or entity) holds a 10% or greater interest in Applicant.

Delaware

PAGE 1

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 RESTATED CERTIFICATE OF "ELANDIA, INC.", CHANGING ITS NAME FROM "ELANDIA, INC." TO "ELANDIA INTERNATIONAL INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2007, AT 4:08 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3419322 8100

071071674



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6054176

DATE: 10-05-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:23 PM 10/01/2007
FILED 04:08 PM 10/01/2007
SRV 071071674 - 3419322 FILE

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ELANDIA, INC.

Pursuant to Sections 141, 228, 242 and 245 of the
General Corporation Law of the State of Delaware

Harley L. Rollins, being the Secretary and Chief Financial Officer of Elandia, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. That the name of the Corporation is Elandia, Inc. (the "Corporation")
2. That the date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware was July 27, 2001.
3. That this amendment and restatement of the Corporation's Certificate of Incorporation was adopted and approved by the Board of Directors of the Corporation in accordance with Sections 141(f), 242 and 245 of the General Corporation Law of the State of Delaware.
4. That this amendment and restatement of the Corporation's Certificate of Incorporation was adopted and approved by the holders of the requisite number of shares of the Corporation in accordance with Sections 228(b), 242 and 245 of the General Corporation Law of the State of Delaware.
5. That this Amended and Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the Corporation, as heretofore amended or supplemented.
6. The text of the Certificate of Incorporation of the Corporation is set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be duly executed as of 30 day of September, 2007.

ELANDIA, INC.

By: Harley L. Rollins
Harley L. Rollins,
Secretary and Chief Financial Officer

EXHIBIT A

1. Name

The name of the corporation is Elandia International Inc. (hereinafter, the "Corporation").

2. Registered Office and Agent

The registered office of the Corporation shall be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, State of Delaware 19806. The registered agent of the Corporation at such address is Corporation Service Company.

3. Purpose and Powers

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law"). The Corporation shall have all power necessary or helpful to engage in such acts and activities.

4. Capital Stock

The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 85,000,000 non-assessable shares, of which 50,000,000 shall be designated as common stock with a par value \$0.00001 per share (the "Common Stock"), and 35,000,000 shares shall be designated as preferred stock with a par value of \$0.00001 per share (the "Preferred Stock"). The Preferred Stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such Preferred Stock and adopted by the Board of Directors pursuant to the authority granted herein.

5. Board of Directors

5.1 Number; Election

The initial number of directors shall be three; provided, that such number may be changed to such other number between one and ten by the Board of Directors in accordance with the Bylaws of the Corporation. Unless and except to the extent that the Bylaws of the Corporation shall otherwise require, the election of directors of the Corporation need not be by written ballot.

5.2 Powers of the Board of Directors

The following provisions are hereby set forth for the purpose of providing a non-exhaustive list of the powers of the Corporation and of the Board of Directors and should not be construed as limiting the powers of the Corporation or the Board of Directors:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into or exercisable for shares of its stock of any class or classes, whether now or hereafter authorized;

(2) The Board of Directors of the Corporation may classify or reclassify any unissued preferred stock by setting or changing in any one or more respects, from time to time before the issuance of such preferred stock, the designations, and the powers, preferences and rights, terms or conditions of redemption, voting powers, conversion or other rights and the qualifications, limitations or restrictions thereof, as permitted by § 151 of the Delaware General Corporation Law in respect of any class or classes of preferred stock of the Corporation whether now or hereafter authorized. Any of the designations or powers, preferences and rights, terms or conditions of redemption, voting powers, conversion or other rights and the qualifications, limitations or restrictions on any class or series of preferred stock may be made dependent upon facts ascertainable outside the certificate of incorporation, or outside the resolution or resolutions providing for the issue of such preferred stock adopted by the Board of Directors; provided, that the manner in which such facts shall operate upon such designations or powers, preferences and rights, terms or conditions of redemption, voting powers, conversion or other rights and the qualifications, limitations or restrictions of such class or series of preferred stock is clearly and expressly set forth in the certificate of incorporation or in the resolution or resolutions providing for the issues of such preferred stock adopted by the Board of Directors; and

(3) Subject to any voting or other rights of any class or series of preferred stock authorized by the Board of Directors, the Corporation reserves the right to amend its charter so that such amendment may alter the contract rights, as expressly set forth in this Certificate of Incorporation, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other provision of the Certificate of Incorporation of the Corporation, or be construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the Delaware General Corporation Law now or hereafter in force.

5.3 Limitation of Liability

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of its fiduciary duty as a director, except: (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for the types of liability set forth in Section 174 of the Delaware General Corporation Law; or (d) for any transaction from which the director received an improper personal benefit.

6. Indemnification

6.1 Availability of Indemnification

Each person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether by or in the right of the Corporation or otherwise (a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, partner (limited or general) or agent of another corporation or of a partnership, joint venture, limited liability company, trust or other enterprise, including service with respect to an employee benefit plan, shall be (and shall be deemed to have a contractual right to be) indemnified and held harmless by the Corporation (and any successor to the Corporation by merger or otherwise) to the fullest extent authorized by, and subject to the conditions and (except as provided herein) procedures set forth in the Delaware General Corporation Law, as the same exists or may hereafter be amended (but any such amendment shall not be deemed to limit or prohibit the rights of indemnification hereunder for past acts or omissions of any such person insofar as such amendment limits or prohibits the indemnification rights that said law permitted the Corporation to provide prior to such amendment), against all expenses, liabilities and losses (including attorneys' fees, judgments, fines, ERISA taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith; provided, that the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereto) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. Persons who are not directors or officers of the Corporation and are not so serving at the request of the Corporation may but need not be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the Corporation. The indemnification conferred in this Section also shall include the right to be paid by the Corporation (and such successor) the expenses (including attorneys' fees) incurred in the defense of or other involvement in any such proceeding in advance of its final disposition; provided, that, if and to the extent the Delaware General Corporation Law requires, the payment of such expenses (including attorneys' fees) incurred by a director or officer in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such director or officer to repay all amounts so paid in advance if it shall ultimately be determined that such

director or officer is not entitled to be indemnified under this Section or otherwise; and, provided, further that, such expenses incurred by other employees and agents may be so paid in advance upon such terms and conditions, if any, as the Board of Directors deems appropriate.

6.2 Non-exclusivity

The rights to indemnification and advance payment of expenses provided by Section 6.1 shall not be deemed exclusive of any other rights to which those seeking indemnification and advance payment of expenses may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

6.3 Survival of Indemnification

The indemnification and advance payment of expenses and rights thereto provided by, or granted pursuant to, Section 6.1 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee, partner or agent and shall inure to the benefit of the personal representatives, heirs, executors and administrators of such person.

7. Amendment of Bylaws

In furtherance and not in limitation of the powers conferred by the Delaware General Corporation Law, the Board of Directors of the Corporation is expressly authorized and empowered to adopt, amend and repeal the bylaws of the Corporation including but not limited to any bylaws adopted by the stockholders.

8. Negation of Preemptive Rights

No stockholder shall have any preemptive right to subscribe to any additional issue of stock or to any security convertible into stock solely by virtue of being a stockholder of the Corporation.

9. Waiver of Section 203

The Corporation hereby expressly elects not to be governed by Section 203 of the Delaware General Corporation Law.

10. Arrangements with Creditors

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under § 291 of Title 8 of the Delaware Code or on the application of trustees in

dissolution or of any receiver or receivers appointed for the Corporation under § 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of the Corporation, as the case may be, and also on the Corporation.

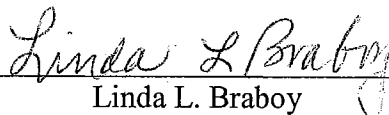
Certificate of Service

I, Linda L. Braboy, with the firm of Bennet & Bennet, PLLC, hereby certify that on this 10th day of July 2008, I have caused a copy of the foregoing Supplement to Request for Declaratory Ruling of AST Telecom, LLC to be forwarded via e-mail and hand delivered to the following:

David Krech
Assistant Division Chief
Policy Division
International Bureau
Federal Communications Commission
Portals II
445 12th Street, SW
Washington, DC 20554

Francis Gutierrez
Assistant Division Chief
Policy Division
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Linda L. Braboy