Lance J.M. Steinhart, P.C. Attorney At Law 1720 Windward Concourse Suite 250 Alpharetta, Georgia 30005

Also Admitted in New York and Maryland

March 20, 2007

Marlene H. Dortch Secretary Federal Communications Commission 445 12<sup>th</sup> Street, SW Washington, DC 20054

## FILED/ACCEPTED

Telephone: (770) 232-9200 Facsimile: (770) 232-9208

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Federal Communications Commission Office of the Secretary

Re: Cinthex, LLC - 214 Application ITC-214-2006-0724-00363

Dear Sir/Madam:

Please accept this letter as our written request to comply with 47 C.F.R. §1.65 regarding substantial and significant changes in information furnished by applicants to the Commission.

On July 20, 2006, I filed a 214 application for Cinthex, LLC. Since some of the shareholders have Canadian citizenship, the application was taken off of streamline. To date, the application is still pending.

While this application is still pending, on January 24, 2007 Cinthex, LLC has changed it's name to i-wireless, LLC and it's domicile to the State of North Carolina. This was accomplished by forming a new entity in the State of North Carolina named i-wireless, LLC (see "Articles of Incorporation" attachment). Then the existing company, Cinthex, LLC, was merged into i-wireless, LLC (see "Articles of Merger" and Cert of Merger – Articles of Incorporation" attachment).

Cinthex, LLC's FRN # is: 0015302078 i-wireless, LLC's FRN # is: 0016194292

If you have any questions regarding the foregoing, please do not hesitate to call me. Thank you.

Respectfully submitted. gal Assistant to Lance I.M. Steinhar Attorney for i-wireless, LLC

cc: JoAnn Ekblad via e-mail at joann.ekblad@fcc.gov

## Exhibit A

## Certificate of Merger in Delaware

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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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CINTHEX, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "I-WIRELESS, LLC" UNDER THE NAME OF "I-WIRELESS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NORTH CAROLINA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2007, AT 8:14 O'CLOCK A.M.



Warnet Smith Mindson

Harriet Smith Windsor, Secretary of State AUTHENTICATION: 5378124

#### DATE: 01-24-07

4289744 8100**m** 070077544 State of Delaware Secretary of State Division of Corporations Delivered 08:30 AM 01/24/2007 FILED 08:14 AM 01/24/2007 SRV 070077544 - 4054878 FILE

## STATE OF DELAWARE CERTIFICATE OF MERGER OF A DOMESTIC LIMITED LIABILITY COMPANY INTO A FOREIGN LIMITED LIABILITY COMPANY

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is \_\_\_\_\_\_\_, a Foreign Limited Liability Company.

Second: The jurisdiction in which this Limited Liability Company was formed is North Carolina

Third: The name of the Limited Liability Company being merged into the Limited Liability Company is Cinthex, LLC

, a Delaware Limited Liability Company.

Fourth: The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

Seventh: A copy of the agreement of merger or consolidation will be furnished by the surviving foreign limited liability company, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

Eighth: The surviving foreign Limited Liability Company agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is <u>1 Levee Way, Suite 3104</u> Newport, KY 41071 IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by it's authorized person, this 22<sup>nd</sup> day of December, A.D., 2006

By: <u>Authorized Person</u> <u>Fatrick M. McDonough</u> Name: <u>Chill F Financial</u> Officer Print or type

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## Exhibit B

Articles of Organization in North Carolina

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# **NORTH CAROLINA** Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF ORGANIZATION

OF

**I-WIRELESS, LLC** 

the original of which was filed in this office on the 7th day of September, 2006.



Document Id: C20062430011

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 7th day of September, 2006

Elaine & Marshall

Secretary of State

C200624300119

- HUN SO- CONS LC: SIT FRUM: HUNHRU KOARK CONSULT

#### State of North Carolina Department of the Secretary of State

#### Limited Liability Company ARTICLES OF ORGANIZATION

Pursuant to §57C-2-20 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Organization for the purpose of forming a limited liability company.

- 1. The name of the limited liability company is: 1-wireless, LLC
- 2. If the limited liability company is to dissolve by a specific date, the latest date on which the limited liability company is to dissolve: (If no date for dissolution is specified, there shall be no limit on the duration of the limited liability company.)
- 3. The name and address of each person executing these articles of organization is as follows: (State whether each person is executing these articles of organization in the capacity of a member, organizer or both).

Cinthex, LLC in its capacity as sole member and manager 637 Walnut Street, Suite No. 2. Cincinnati Ohio 45202

4. The street address and county of the initial registered office of the limited liability company is:

Number and Street 327 Hillsborough Street

City, State, Zip Code Ralaigh, NC 27603 County Nake

- 5. The mailing address, if different from the street address, of the initial registered office is:
- 6. The name of the initial registered agent is: Corporation Service Company
- 7. Principal office information: (Select either a or b.)
  - a. The limited liability company has a principal office.

The street address and county of the principal office of the limited liability company is:

#### Number and

Street\_\_\_\_

City, State, Zip

\_\_\_\_County\_\_\_\_

08/30/06 WED 13:02 [TX/RX NO 8114]

P.3

The mailing address, if different from the street address, of the principal office of the corporation is:

b. The limited liability company does not have a principal office.8. Check one of the following:

\_\_\_\_\_(i) Member-managed LLC: all members by virtue of their status as members shall be managers of this limited liability company.

(ii) Manager-managed LLC: except as provided by N.C.G.S. Section 57C-3-20(a), the members of this limited liability company shall not be managers by virtue of their status as members.

9. Any other provisions which the limited liability company elects to include are attached.

10. These articles will be effective upon filing, unless a date and/or time is specified:

This is the 30th day of August ,20 06

Signature Ginthex, LLC by its Chief Financial Officer, Pairick McDonough Type or Print Name and Title

Authorized to sign in Accordance with NCGS 57C-3-24

#### 08/30/08 WED 13:02 [TX/RX NO 8114]

Exhibit C

Articles of Merger in North Carolina

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SOSID: 0865126 Date Filed: 1/24/2007 2:07:00 PM Elaine F. Marshall North Carolina Secretary of State C200702400259

#### State of North Carolina Department of the Secretary of State

#### **ARTICLES OF MERGER**

Pursuant to North Carolina General Statute Sections 55-11-05(a), 55A-11-09(d), 55A-11-04, 57C-9A-22(a), 59-73.32(a) and 59-1072(a), as applicable, the undersigned entity does hereby submit the following Articles of Merger as the surviving business entity in a merger between two or more business entities.

- 1. The name of the surviving entity is i-wireless, LLC , a (check one) [] corporation, [] nonprofit corporation, [] professional corporation, [] limited liability company, [] limited partnership, [] partnership, [] limited liability partnership organized under the laws of North Carolina (state or country).
- 2. The address of the surviving entity is:

Street Address 327 Hillsborough Street		City_Raleigh	
State North Carolina	Zip Code 27603	County Wake	

(Complete only if the surviving business entity is a foreign business entity that is not authorized to transact business or conduct affairs in North Carolina.) The mailing address of the surviving foreign business entity is:

. The Surviving foreign business entity will file a statement of any subsequent change in its mailing address with the North Carolina Secretary of State.

- 3. For each merging entity: (if more than one, complete on separate sheet and attach.) The name of the merged entity is Cinthex, LLC , a (check one) [] corporation, [] nonprofit corporation, [] professional corporation, [] limited liability company, [] limited partnership, [] partnership, [] limited liability partnership organized under the laws of Delaware (state or country).
- 4. If the surviving business entity is a domestic business entity, the text of each amendment, if any, to the Articles of Incorporation, Articles of Organization, or Certificate of Limited Partnership within the Plan of Merger is attached.
- 5. A Plan of Merger has been duly approved in the manner required by law by each of the business entities participating in the merger.
- 6. These articles will be effective upon filing unless a delayed date and/or time is specified \_

This the 22<sup>nd</sup> day of December 20 06

i-wireless, LLC Name of Entity MGOO. Financia l

Authorized to sign in accordance with

Type or Print Name and Title

- Filing fee is \$50 for For-profit entities. 1.
- 2. Filing fee is \$25 for Non-profit entities.
- Filing fee is \$25 for Non-profit entities. NCGS 57C-3-24This document must be filed with the Secretary of State. Certificate(s) of Merger must be registered pursuant to the 3. requirements of N.C.G.S. Section 47-18.1

(Revised September 2005) CORPORATIONS DIVISION

NOTES:

P. O. BOX 29622

(Form BE-15) RALEIGH, NC 27626-0622

#### STATE OF NORTH CAROLINA ARTICLES OF MERGER

#### ATTACHMENT

#### **ARTICLE 4**

The Articles of Organization of i-wireless, LLC in effect immediately prior to the Effective Time are to be amended and changed by reason of the Merger by striking out Article 8 thereof relating to the management of the company in its entirety, and by substituting in lieu thereof the following article:

"8. Except as provided by N.C.G.S. Section 57C-3-20-(a), the members of this limited liability company shall not be managers by virtue of their status as members."

and said Articles of Organization as so amended and changed shall continue to be the Articles of Organization of said surviving entity until further amended and changed in accordance with the provisions of the North Carolina Limited Liability Company Act.

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