

EXHIBIT B

**Certificate of Authority to Transact Business
as a Foreign Corporation**

331 0028 04/21/2004

Receipt Number: 1308734

File Number **FB025780**



AMENDED_CERTIFICATE_OF_AUTHORITY

For

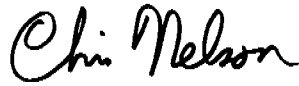
NUI TELECOM, INC. changing its name to BCN TELECOM, INC. (NJ)

Filed at the request of:

**LANCE J.M. STEINHART, P.C.
1720 WINDWARD CONCOURSE STE 250
ALPHARETTA GA 30005**

*State of South Dakota
Office of the Secretary of State*

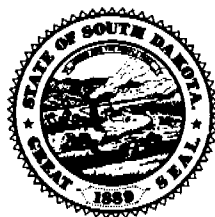
Filed in the office of the Secretary of State on: **April 09, 2004**



Secretary of State

Fee Received: \$50

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

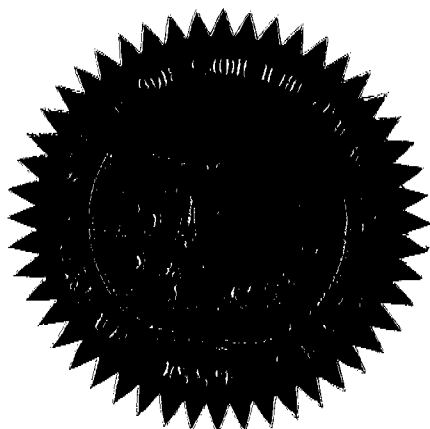
Amended Certificate of Authority

ORGANIZATIONAL ID #: FB025780

I, **Chris Nelson** Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for an Amended Certificate of Authority of **NUI TELECOM, INC. changing its name to BCN TELECOM, INC. (NJ)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Amended Certificate of Authority and attach hereto a duplicate of the application to transact business in this state.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this April 9, 2004.



Chris Nelson

Chris Nelson
Secretary of State

331 0030 04/21/2004



Secretary of State
State Capitol
500 E. Capitol Ave.
Pierre SD 57501
Phone 605-773-4845
Fax 605-773-4550

RECEIVED

APR 09 '04

SD SEC. OF STATE

Application for Amended Certificate of Authority

Pursuant to the provisions of SDCL 47-8-22, the undersigned corporation hereby applies for an amended Certificate of Authority to transact business in the State of South Dakota and for that purpose submits the following statement:

(1) The name of the corporation is NUI Telecom, Inc.
(exact corporate name)

(2) The name of the corporation as amended is BCN Telecom, Inc.

(3) State where incorporated New Jersey Federal Taxpayer ID# 22-3293327

(4) The date of its incorporation is April 14, 1994 and the period of its duration is Perpetual

(5) The address of its principal office in the state or country under the laws of which it is incorporated is 550 Route 202/206, Bedminster, New Jersey 07921
mailing address if different from above is: 550 Route 202/206, Bedminster, New Jersey 07921 Zip Code _____

(6) The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is 117 E. Capitol, Pierre, South Dakota 57501
and the name of its proposed registered agent in the State of South Dakota at that address is Ron Olinger

(7) The purposes which it proposes to pursue in the transaction of business in the State of South Dakota are:
To Provide Telecommunications Services

(8) The names and respective addresses of its directors and officers are:

Name	Officer Title	Street Address	City	State	Zip
<u>See Attached List</u>					

(9) The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>2,500</u>	<u>Common</u>		<u>No Par Value</u>

*Filed this 9th day of April 2004
Chris Nelson
SECRETARY OF STATE*

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(10) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
2,500	Common		No Par Value

(11) The amount of its stated capital is \$ 13,202,153

(12) This application is accompanied by a CERTIFICATE OF FACT or a CERTIFICATE OF GOOD STANDING duly acknowledged by the Secretary of State or other officer having custody of corporate records in the state or country under whose laws it is incorporated.

(13) That such corporation shall not directly or indirectly combine or make any contract with any incorporated company, foreign or domestic, through their stockholders or the trustees or assigns of such stockholders, or with any copartnership or association of persons, or in any manner whatever to fix the prices, limit the production or regulate the transportation of any product or commodity so as to prevent competition in such prices, production or transportation or to establish excessive prices therefor.

(14) That such corporation, as a consideration of its being permitted to begin or continue doing business within the State of South Dakota, will comply with all the laws of the said State with regard to foreign corporations.

The application must be signed, in the presence of a notary public, by the chairman of the board of directors, or by the president or by another officer.

I DECLARE AND AFFIRM UNDER THE PENALTY OF PERJURY THAT THIS APPLICATION IS IN ALL THINGS, TRUE AND CORRECT.

Dated FEB. 23 2004

Richard M. Boudia
 (Signature)
 President
 (Title)

STATE OF NEW JERSEY
COUNTY OF SOMERSET

I, RICHARD F. NACCHIO, a notary public, do hereby certify that on this 23rd day of FEB. 2004, personally appeared before me RICHARD M. Boudia who, being by me first duly sworn, declared that he/she is the PRESIDENT of BEN TELECOM, INC, that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

7/16/08
My Commission Expires

Richard F. Nacchio
 (Notary Public)

Richard F Nacchio
Notary Public
State of New Jersey
My Commission Expires on July 16, 2008

Notarial Seal

FILING FEE: \$20 50

FILING INSTRUCTIONS:

A foreign corporation authorized to do or engage in business in this state shall procure an amended certificate of authority in the event it changes its corporate name or desires to pursue in this state other or additional purposes than those set forth in its prior application.

One ORIGINAL and One COPY of the application must be submitted.

The application must be accompanied by a one page CERTIFICATE OF FACT or NAME CHANGE showing both the former name and the change to the new name. The certificate must be obtained from the Secretary of State in the state under whose laws it is incorporated.

LIST OF OFFICERS & DIRECTORS OF
BCN TELECOM, INC. F/K/A NUI TELECOM, INC.

Officers

Richard M. Boudria	President and Chief Executive Officer
Richard F. Nacchio	Secretary
Richard Schmeling	Treasurer
William Mulcahy	Chief Operating Officer

Directors

Joseph Nacchio
Peter Cocozziello
Richard M. Boudria

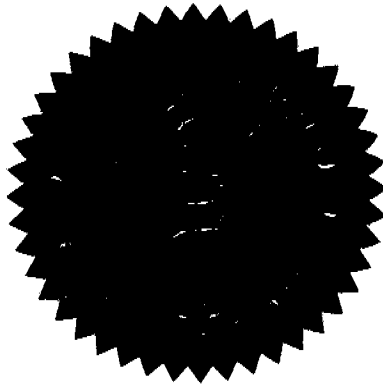
**All the above referenced Officers & Directors can be reached at:
550 Route 202/206, Bedminster, New Jersey 07921**

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
LONG FORM STANDING WITH CHARTER DOCUMENTS

BCN TELECOM, INC.

<i>Change Of Registered Office</i>	04/10/1997
<i>Merged</i>	11/15/1999
<i>Restated With Name Change</i>	02/22/2000
<i>Change Of Registered Office</i>	12/21/2001
<i>Merged</i>	08/28/2002
<i>Name Change</i>	01/28/2004

IN TESTIMONY WHEREOF, I have
*hereunto set my hand and
affixed my Official Seal
at Trenton, this
16th day of March, 2004*



A handwritten signature in cursive script that reads "John E. McCormac".

*John E McCormac, CPA
State Treasurer*

Continued on next page . . .

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
LONG FORM STANDING WITH CHARTER DOCUMENTS

BCN TELECOM, INC.

Note: Long form standings with charter documents may reflect two dates for filed amendments. The system processing date, which is the date of entry into the State's data base, is always shown immediately to the right of the amendment description. If shown alone, the system processing date also constitutes the filing date for the amendment. If an amendment was reviewed and stamped filed prior to the system processing date, a second date called the back-stamp date is shown at the far right margin. In cases where the two dates are shown, the date at the far right margin date is the actual filing date for the amendment.

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
LONG FORM STANDING WITH CHARTER DOCUMENTS

BCN TELECOM, INC.

0100586150

With the Previous or Alternate Name

INTERNATIONAL TELEPHONE GROUP, INC. (Previous Name)

NUI TELECOM, INC. (Previous Name)

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on April 14, 1994.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

*Richard M. Boudria
550 Route 202-206,
2nd Fl
Bedminster, NJ 07921*

*I further certify that as of the date of this
certificate, the following amendments and changes
are on file in this office:*

Continued on next page . . .