

F00000004771



ACCOUNT NO. : 072100000032

REFERENCE : 169996 4329917

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 35.00

FILED
01 JUN -4 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 31, 2001

ORDER TIME : 10:04 AM

ORDER NO. : 169996-310

500004339705--3

CUSTOMER NO: 4329917

CUSTOMER: Sheila R. Carroll, Legal Asst
Kelley, Drye & Warren
1200 19th Street, N.w.
Suite #500
Washington, DC 20036-2423

FOREIGN FILINGS

NAME: CABLE & WIRELESS, INC.

XX PROFIT

NC
5-4-01
PMS

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

RECEIVED
01 JUN -4 AM 11:28
DIVISION OF CORPORATION

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Cable & Wireless, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. August 14, 2000
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? March 30, 2001

5. Cable & Wireless USA, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No Change
New Jurisdiction

Richard H. Goshorn
Signature

May 29, 2001
Date

Richard H. Goshorn
Typed or printed name

Secretary
Title

FILED
01 JUN -4 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CABLE & WIRELESS, INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "CABLE & WIRELESS USA, INC.", THE THIRTIETH DAY OF MARCH, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3204690 8320

AUTHENTICATION: 1165589

010263114

DATE: 06-01-01