

F15 000002325

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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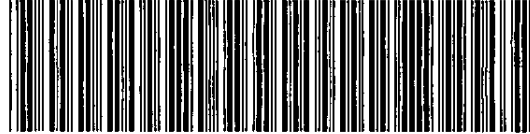
(Business Entity Name)

(Document Number)

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FILED
2015 AUG -6 PM 12:18
CLERK OF DISTRICT COURT
JANUARY 21 2015

AUG 10 2014
C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AICENT, INC.

Name of Corporation

DOCUMENT NUMBER: F15000002325

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

REBECCA NEAL

Name of Contact Person

SYNIVERSE

Firm/Company

401 E. Jackson Street, 30th Floor

Address

Tampa, FL 33602

City/State and Zip Code

REBECCA.NEAL@SYNIVERSE.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

REBECCA NEAL

Name of Contact Person

at (813) 637-5164

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

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.)

2015 AUG -6 PM 12:10

SECTION I
(1-3 MUST BE COMPLETED)

F15000002325

(Document number of corporation (if known))

1. AICENT, INC.

(Name of corporation as it appears on the records of the Department of State)

2. DELAWARE

(Incorporated under laws of)

3. 05/26/2015

(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? July 27, 2015

5. SYNIVERSE COMMUNICATIONS, 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

(New duration)

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

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Laura E. Binion

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

LAURA E. BINION

(Typed or printed name of person signing)

SVP AND GENERAL COUNSEL

(Title of person signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "AICENT, INC.", CHANGING ITS NAME FROM "AICENT, INC." TO "SYNIVERSE COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2015, AT 5:04 O'CLOCK P.M.


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

3287349 8100

151098805

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2596445

DATE: 07-28-15

SIXTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

AICENT, INC.

Aicent, Inc., a corporation organized and existing under the General Corporation Laws of the State of Delaware ("DGCL"), hereby certifies that:

ONE: The original Certificate of Incorporation of the Corporation was filed with Secretary of State of the State of Delaware on September 13, 2000. Such original Certificate of Incorporation has been amended and restated by the filing of an Amended and Restated Certificate of Incorporation filed with Secretary of State of the State of Delaware on October 12, 2000, a Second Amended and Restated Certificate of Incorporation filed with Secretary of State of the State of Delaware on August 23, 2002, as amended by a Certificate of Amendment thereto, filed on August 15, 2003, a Third Amended and Restated Certificate of Incorporation filed with Secretary of State of the State of Delaware on April 28, 2005, as amended by a Certificate of Amendment thereto, filed on February 21, 2007 and a subsequent Certificate of Amendment thereto filed on October 10, 2007, a Fourth Amended and Restated Certificate of Incorporation filed with Secretary of State of the State of Delaware on August 7, 2008, and a Certificate of Amendment thereto, filed with the Secretary of State on September 29, 2011, and a Fifth Amended and Restated Certificate of Incorporation filed with Secretary of State of the State of Delaware on March 12, 2012 (the "Fifth Amended and Restated Certificate").

TWO: The Fifth Amended and Restated Certificate of the Corporation, as amended, is hereby amended and restated to read as follows:

I.

The name of the corporation is **Syniverse Communications, Inc.** (the "Corporation").

II.

The name and address of the registered office of the Corporation in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, and the County of New Castle.

III.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under DGCL.

IV.

This Corporation is authorized to issue 1,000 shares of capital stock all of which shall be designated "Common Stock" and have a par value of \$0.001 per share.

V.

A. The precise number of directors of the Corporation shall be fixed and may be altered from time to time by the first to take action of either the stockholder or the Board of Directors.

B. The election of directors may be conducted by any manner approved by the stockholder at the time when the election is held and need not be by written ballot.

C. The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws.

VI.

Notice of any meeting of the stockholder or Board of Directors shall be in writing unless oral notice is reasonable under the circumstances and may be communicated in person or by means of remote communication, including but not limited to telephone, email or other forms of wire or wireless communication, or by mail or private carrier. Participation in or conduct of any meeting of the stockholder or Board of Directors may be in person, by proxy or by means of remote communication, including but not limited to telephone, email or other forms of wire or wireless communication that allows for all parties to simultaneously hear each other.

VII.

A. A director of the Corporation shall, to the full extent permitted by the DGCL as it now exists or as it may hereafter be amended, not be liable to the Corporation or its stockholder for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article VII(A), nor the adoption of any provision of this Sixth Amended and Restated Certificate of Incorporation inconsistent with this Article VII(A), shall eliminate or reduce the effect of this Article VII(A) with respect to any matter occurring, or any cause of action, suit or claim that, but for this Article VII(A), would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

B. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which DGCL permits the Corporation to provide indemnification) through Bylaws provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of DGCL.

C. Any amendment, repeal or modification of this Article VII will only be prospective and will not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

VIII.

A. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Sixth Amended and Restated Certificate of Incorporation, and to add or insert other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whosoever by and pursuant to this Sixth Amended and Restated Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article VIII.

B. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) under Section 174 of DGCL, or (iv) for any transaction from which the director derived any improper personal benefit. If the DGCL is amended after the effective date of this Sixth Amended and Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the DGCL. No amendment, modification or repeal of this Article VIII shall adversely affect the rights and protection afforded to a director of the Corporation under this Article VIII for acts or omissions occurring prior to such amendment, modification or repeal.

THREE: This Sixth Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation.

FOUR: This Sixth Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of DGCL by the Board of Directors and the sole stockholder of the corporation. This Sixth Amended and Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of the Corporation in accordance with Section 228 of DGCL.

IN WITNESS WHEREOF, Aicent, Inc. has caused this Sixth Amended and Restated Certificate of Incorporation to be signed by its Senior Vice President and General Counsel in Tampa, Florida this 27th day of July 2015.

Aicent, Inc., a Delaware corporation

By: /s/ Laura E. Binion
Senior Vice President and General Counsel