

MO2000002372

Global Crossing Ltd.
Seven Giralda Farms
Madison, NJ 07940
Tel +1.973.410.8300
Fax +1.973.410.8330



Global Crossing

August 20, 2002

Amendment Section
Division of Corporation
P.O. Box 6327
Tallahassee, FL 322314

To Whom It May Concern:

8000007282558--3
-08/22/02--01035--018
*****155.00 *****155.00

Enclosed please find:

1. Transmittal Letter for Global Crossing Holdings USA, LLC
2. Application by Foreign Corporation for Withdrawal – Global Crossing Holdings USA Inc.
3. Certificate of Conversion of Global Crossing Holdings USA Inc. to Global Crossing Holdings USA, LLC.
4. Check for \$43.75
5. Application by Foreign Limited Company for Authorization to Transact Business in Florida – Global Crossing Holdings USA, LLC.
6. Certificate of Designation of Registered Agent – for Global Crossing Holdings USA, LLC.
7. Certificate of Good Standing from Delaware for Global Crossing Holdings USA, LLC.
8. Check for \$155.00

Please process these documents and return to:

David Sheffey
Global Crossing
Seven Giralda Farms
Madison, NJ 07940

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

Regards

Betty B. Mikrut

Betty B. Mikrut
Paralegal
Global Crossing

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02 SEP 10 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

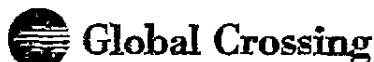
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GLOBAL CROSSING

NO. 801 P. 2

Global Crossing Ltd.
Seven Giralda Farms
Madison, NJ 07940
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Tuesday, September 10, 2002

Diane Cushing
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: GLOBAL CROSSING HOLDINGS USA, LLC
Ref. Number: W02000024544


Dear Ms. Diane Cushing,

We are in receipt of your letter of August 28, 2002, relating to the request of Global Crossing Holdings USA, LLC ("GCHUSA") to qualify as a foreign limited liability company in Florida, that we had previously sent to your office for filing. You stated in your letter that GCHUSA currently needs to pay outstanding annual report and penalty fees of \$3,100.00. GCHUSA commenced business as Global Crossing Holdings USA, Inc. in Delaware, was qualified to do business as a foreign corporation in Florida, and was subsequently converted from a corporation to a Limited Liability Company on 12/18/2001 in Delaware, its state of incorporation. We were instructed to make this new filing with your office as Florida as GCHUSA is viewed as a new entity. Accordingly, we would appreciate an explanation of the fee calculation. Please send the response to:

David Sheffey
Global Crossing
Seven Giralda Farms
Madison, NJ 07940

Fax: 973.410.8583

Yours truly,


Betty B. Mikrut
Paralegal
Global Crossing, Inc.



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 23, 2002

DAVID SHEFFEY
GLOBAL CROSSING
SEVEN GIRALDA FARMS
MADISON, NJ 07940

SUBJECT: GLOBAL CROSSING HOLDINGS USA, LLC
Ref. Number: W02000024544

We have received your document for GLOBAL CROSSING HOLDINGS USA, LLC and your check(s) totaling \$155.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$3,150.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 702A00049588

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. GLOBAL CROSSING HOLDINGS USA LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 01-062 7314
(FEI number, if applicable)
4. 10/21/1992
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 4/29/99 (F990000002229)
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1080 Pittsford Victor Road
Pittsford, NY
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

Global Crossing Holdings USA LLC
7 Giralda Farms
Madison, NJ 07940

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TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Telecommunications

Mitchell Sussis
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Mitchell Sussis

Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Global Crossing Holdings USA LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Jimmy L. Morza, Asst. Secy
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

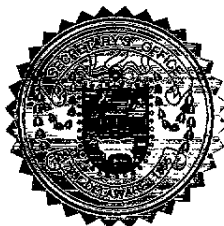
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GLOBAL CROSSING HOLDINGS USA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2810748 8300

AUTHENTICATION: 1931898