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(615) 687-4243

November 12, 2014

Hon. Herb Hilliard, Chairman
Tennessee Regulatory Authority
ATTN: Sharla Dillon - Dockets
460 James Robertson Parkway
Nashville, TN 37238

Re: Docket No. 14-00080
Application of Vodafone US, Inc. to Amend CCN and Notice of Name Change

Dear Chairman Hilliard:

Attached for filing are the originals and 4 copies each of 1) Witness certification and Notary Public Affidavit for the hearing held November 6, 2014; and 2) Corporate documents reflecting: a) "Vodafone Global Enterprises Inc." name change to "Vodafone US Inc." certification by the State of Delaware, b) State of Delaware Certification of Incorporation, c) State of Delaware Certification of Amendment to Certificate of Incorporation to change name to "Vodafone US Inc.", and d) Tennessee Secretary of State Acknowledgment of name change to "Vodafone US Inc."

Sincerely,

A handwritten signature in black ink, appearing to read "H. LaDon Baltimore", with a stylized flourish at the end.

H. LaDon Baltimore
Counsel for Vodafone Global Enterprise, Inc.
d/b/a Vodafone Americas

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN THE MATTER OF THE APPLICATION OF)	
VODAFONE US INC. TO AMEND ITS)	
CERTIFICATE OF PUBLIC)	DOCKET NO. 14-00080
CONVENIENCE AND NECESSITY AND)	
NOTICE OF NAME CHANGE)	

WITNESS CERTIFICATION

Affiant, after first being duly sworn according to law, deposes and states as follows:

I, Megan Doberneck, attest and certify that I provided testimony via telephone before the Tennessee Regulatory Authority at the Hearing on the 6th day of November, 2014. I have read the Affidavit of the Notary Public, Mr./Ms.) Bryan Ganno, who administered the Testimonial Oath to me and thereafter witnessed my testimony, and I further acknowledge and affirm that the testimony I provided proceeded as stated therein.

FURTHER WITNESS SAITH NOT.

WITNESS my hand, at office, this 6th day of November, 2014.



SIGNATURE OF WITNESS

Megan Doberneck

NAME OF WITNESS (Printed)

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

**IN THE MATTER OF THE APPLICATION OF
VODAFONE US INC. TO AMEND ITS
CERTIFICATE OF PUBLIC
CONVENIENCE AND NECESSITY AND
NOTICE OF NAME CHANGE**

)
)
)
)
)

DOCKET NO. 14-00080

NOTARY PUBLIC AFFIDAVIT

Affiant, after first being duly sworn according to law, deposes and states as follows:

1. I am Bryan Ganno, a Notary Public in good standing in the State of Colorado, County of Denver. All statements set out in this Affidavit are made of my own personal knowledge.

2. My business address and telephone where I may be contacted is:

999 18th St., Ste. 1750, Denver, CO 80202 303-293-5872

3. Ms. Megan Doberneck ("Witness") personally appeared before me and provided Driver's License (type of identification) which I verified, on the 6th day of November, 2014 for the purpose of providing sworn testimony via telephone at a Hearing before the Tennessee Regulatory Authority.


4. During the Hearing, on the record, I administered the testimonial oath to Witness prior to the Witness providing testimony via telephone before the Tennessee Regulatory Authority.

5. I remained physically present with the Witness at all times during the Witness' testimony until such Witness was excused from examination by the Hearing officer.


6. The testimony I observed being given by the Witness was in accordance with the highest ethical and legal standards.

FURTHER AFFIANT SAITH NOT.

WITNESS my hand, at office, this 6th day of November, 2014.



NOTARY PUBLIC



NOTARY PUBLIC (Printed)

My Commission Expires: April 24, 2016

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "VODAFONE GLOBAL ENTERPRISE INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "VODAFONE US INC.", THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2013, AT 2:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2014.


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.

4524493 8320

140000085

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1025286

DATE: 01-02-14

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VODAFONE US INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JANUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VODAFONE US INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 2008.

295788

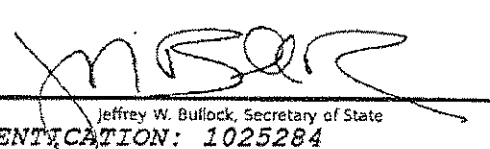
2014 JAN -8 AM 11:29

4524493 8300

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1025284

DATE: 01-02-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:09 PM 12/23/2013
FILED 02:10 PM 12/23/2013
SRV 131466523 - 4524493 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Vodafone Global Enterprise Inc. ("VGEI"), resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that on January 1, 2014, the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Article 1" so that, as amended, said Article shall be and read as follows:

The name of this corporation is Vodafone US Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 20th day of December, 2013.

By: 

(Signature)

Print Name: Secretary + General Counsel

Title: Megan DaBerneck



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Vodafone US Inc.
STE 400
275 SHORELINE DR
REDWOOD CITY, CA 94065-1451

January 7, 2014

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Control # : 693799 Status: Active
Filing Type: Corporation For-Profit - Foreign

Document Receipt

Receipt # : 1257924 Filing Fee: \$20.00
Payment-Check/MO - CFS-1, NASHVILLE, TN \$20.00

Amendment Type: Articles of Amendment Image # : 7268-2393
Filed Date: 01/07/2014 11:42 AM

This will acknowledge the filing of the attached articles of amendment with an effective date as indicated above. When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Processed By: Zack Nitzschke


Tre Hargett
Secretary of State

Field Name	Changed From	Changed To
Filing Name	Vodafone Global Enterprise Inc.	Vodafone US Inc.
Principal Address 1	275 SHORELINE DR	560 LEXINGTON AVE
Principal Address 2	STE 400	FL 9
Principal City	REDWOOD CITY	NEW YORK
Principal State	CA	NY
Principal Postal Code	94065-1451	10022-6823

State of Tennessee



Department of State
Corporate Filings
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Vodafone Global Enterprise Inc.
If different, the name under which the certificate of authority is to be obtained is Vodafone US Inc.

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is 03/26/2008 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is _____
560 Lexington Avenue, 9th Floor, New York, NY 10022
Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee is _____
800 S. Gay Street, Suite 2021, Knoxville, TN County 37929
Street City State/Country Zip Code
Registered agent National Registered Agents, Inc.

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)
SEE ATTACHMENT

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)
SEE ATTACHMENT

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date) _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is successfully filed in Tennessee.]

12/23/2013
Signature Date

Asst. Secretary
Signer's Capacity

Vodafone Global Enterprise Inc.
Name of Corporation

Lynn Oliver
Signature

Lynn Oliver
Name (typed or printed)

SS-4435 (Rev. 8/03)

Filing Fee: \$20.00

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VODAFONE US INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JANUARY, A.D. 2014.

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4524493 8300

140000085

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1025284

DATE: 01-02-14

7258.2395. 01/07/2014. 11:42:47. Received by Tennessee Secretary of State Tre Hargett

Vodafone Global Enterprise Inc.

Officers & Directors

Officers:

Chuck Pol, President & Chairman - 560 Lexington Avenue, 9th Floor, New York, NY 10022

Megan Doberneck, Secretary - 999 18th St., S. Tower, Ste. 1750, Denver, CO 80202

Sue Williams, Treasurer - 275 Shoreline Drive, #400, Redwood City, CA 94065

Lynn Oliver, Assistant Secretary - 999 18th St., S. Tower, Ste. 1750, Denver, CO 80202

Directors:

Chuck Pol - 560 Lexington Avenue, 9th Floor, New York, NY 10022

Jan Geidmacher - Vodafone, The Connection, Newbury, Berkshire RG14 2FN, United Kingdom

Fay Arjomandi - 275 Shoreline Drive, #400, Redwood City, CA 94065

7258.2394. 01/07/2014. 11:42:47. Received by Tennessee Secretary of State Tre Hargett