Company ID: 00116553

Cable & Wireless USA, Inc. 8219 Leesburg Pike Vienna, VA 22182

## BEFORE THE TENNESSEE REGULATORY AUTHORITY Nashville, TN December 15, 1998

IN RE: CASE NUMBER:

98-00819

Cable & Wireless USA, Inc. Name Change from Cable & Wireless, Inc.

#### ---ORDER---

This matter is before the Tennessee Regulatory Authority upon the petition of Cable & Wireless, Inc. to change its company name. The TRA considered this request at their regularly scheduled Conference held on December 15, 1998 and concluded that the applicant has met all the TRA requirements for changing their name.

Pursuant to § T.C.A. 65-4-113,

#### IT IS THEREFORE ORDERED:

- 1. That the petition of Cable & Wireless, Inc. to change its name to Cable & Wireless USA, Inc. is approved.
- That Cable & Wireless USA, Inc. is authorized as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
- 3. That said company shall comply with all applicable TRA rules and regulations.

4. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.

lairma

Director

Director

ATTEST: V (1)

**Executive Secretary** 

Corporations Section

mes K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 09/23/98
REQUEST NUMBER: 3566-0275
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 09/23/98 1413
EFFECTIVE DATE/TIME: 09/23/98 1413 CONTROL NUMBER: 0053663

ABLE & WIRELESS USA, INC. 090 VERMONT AVE. NW

ASHINGTON, DE 20005

CABLE & WIRELESS USA, INC. APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY - FOR PROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY - FOR PROFIT

ON DATE: 09/23/98

RECEIVED:

FEES \$20.00

SO.00

FROM: TSIO (BOX 120598) P. O. BOX 120598

TOTAL PAYMENT RECEIVED:

\$20.00

NASHVILLE, TN 37212-0000

RECEIPT NUMBER: 00002366845 ACCOUNT NUMBER: 00000499



RILEY C. DARNELL SECRETARY OF STATE

# FILED APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of State of the State of Tennessee:		
Pursuant to the provisions of Section 48-25-104 of the corporation hereby applies for an amended certificate of autfor that purpose sets forth:		
1. The name of the corporation is CABLE 91	DiRELESS US	A. INC.
1. The name of the corporation is <u>CABLE</u> & ( I formerly CABLE & (D) RELESS	· (/20.)	3-53603
If different, the name under which the certificate of authority	ority is to be obtained is	
2. The state or country under whose law it is incorporated	is District	of Columbia
3. The date of its incorporation is 3/18/75	(must be month, da	y, and year), and the period
of duration, if other than perpetual, is	C (a >	The 10 H 1 Start-
4. The complete street address (including zip code) of its	principal office is <u>Cost</u>	DRATION COMPANY
1090 VERMONT AUE NW WASH	noton DC	20005
Street / City	State/Country	Zip Code
5. The complete street address (including the county and	the zip code) of its registere	ed office in Tennessee is
500 Tollan Building Two U	DION Square	hattanooga, TN 37402= 2571
500 To Han Building Two U	County	Zip Code
The name of its registered agent as that office is	TE PREPLICE - H	All Corporation
See Attachtal School	الوطف	
7. The names and complete business addresses (including separate sheet if necessary.)		ard of directors are: (Attach
SEE AHAded Schedule		
8. The corporation is a corporation for profit.		
9. If the document is not to be effective upon filing by		
NOTE: A delayed effective date shall not be later than the 9 of State.]	(date),	(time), cument is filed by the Secretary
[NOTE: This application must be accompanied by a certificate authenticated by the Secretary of State or other official his under whose law it is incorporated. The certificate shall not the application is successfully filed in Tennessee.]	aving custody of corporate i	records in the state or country
Signature Date  Assistant TREASURER  Signer's Capacity	Name of Corporation Signature	LILA, MC
	John D. S	outh
	Name (typed or printed)	

#### GOVERNMENT OF THE DISTRICT OF COLUMBIA

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS





#### CERTIFICATE

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, the following documents of behalf of CABLE & WIRELESS COMMUNICATIONS, INC.

- 1. Articles of Incorporation of TDX SYSTEMS, INC., filed March 18, 1975.
- Certificate of Amendment filed December 22, 1976.
- 3. Certificate of Amendment filed May 4, 1977.
- Certificate of Amendment filed September 13, 1984.
- 5. Certificate of Amendment changing the name to CABLE & WIRELESS COMMUNICATIONS, INC., filed August 21, 1986.
- 6. Certificate of Merger, Merging CABLE & WIRELESS MANAGEMENT SERVICES, INC. (TX. CORP) INTO: CABLE & WIRELESS COMMUNICATIONS, INC., filed March 29, 1990.
- 7. Certificate of Amendment changing the name to CABLE & WIRELESS, INC., filed September 3, 1993.
- 8. Certificate of Amendment changing the name to CABLE & WIRELESS USA, INC., filed July 20, 1998.



WE FURTHER CERTIFY THAT the aforementioned documents constitute all of the charter documents filed with this office for this corporation and that said corporation is in good standing according to the records of this office as of the date hereinafter mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this office to be affixed this 10th day of September 1998.

Lloyd J. Jordan Director

Patricia A. Montgomery Administrator

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Business Regulation Administration

Not April Superiotopication

Act. Asst. Superintendent of Corporations

## Before the FEDERAL COMMUNICATIONS COMMISSION Washington, D.C. 20554

In the Matter of	)	
Cable & Wireless USA, Inc.	)	File No.
Application for Authority to Discontinue Certain U.S. Domestic Telecommunications	)	
Services	) _)	

#### SECTION 63.71 APPLICATION

Cable & Wireless USA, Inc. ("C&W") hereby requests authority pursuant to Section 214(a) of the Communications Act of 1934, as amended, 47 U.S.C. § 214(a), and Section 63.71 of the rules of the Federal Communications Commission, 47 C.F.R. § 63.71, to discontinue the provision of certain U.S. domestic interstate telecommunications services. C&W is non-dominant with respect to the services being discontinued. Affected customers have been notified in the manner described in Section 63.71(a).

C&W, a global leader in high-performance Internet, data, messaging and voice services, is restructuring its U.S. business. This restructuring will allow C&W to provide the highest-quality services that best meet the needs of its customers in these areas. In connection with this restructuring, C&W is selling its voice customer base to Primus Telecommunications, Inc. ("Primus"). To effectuate that sale, C&W and Primus complied with Section 64.1120(e) of the Commission's rules by notifying all affected customers and, on September 18, 2002, filing a copy of the

service. C&W now files this application seeking FCC authority to discontinue services to those customers.

C&W provides the following information in support of this Application pursuant to Section 63.71 of the Commission's rules:

#### I. SECTION 63.71(a) INFORMATION

(1) Name and address of carrier:

Cable & Wireless USA, Inc. 8219 Leesburg Pike Vienna, VA 22182

(2) Date of planned service discontinuance:

Applicant plans to discontinue these services on January 18, 2003.

(3) Geographic areas affected:

Affected customers may be located in the states of Alabama, Arizona, California, Colorado, Connecticut, Delaware, Florida, Georgia, Iowa, Illinois, Indiana, Kansas, Kentucky, Louisiana, Massachusetts, Maryland, Michigan, Minnesota, Missouri, Mississippi, North Carolina, Nebraska, New Hampshire, New Jersey, New Mexico, Nevada, New York, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, Wisconsin, West Virginia, and the District of Columbia.

(4) Brief description of type of service affected:

Applicant hereby seeks authority to discontinue the provision of U.S. domestic interstate voice telecommunications services to a limited number of dedicated-access customers as described above. C&W provides other domestic and international telecommunications and information services that will not be affected by this discontinuance.

# Before the FEDERAL COMMUNICATIONS COMMISSION Washington, D.C. 20554

In the Matter of	
Cable & Wireless USA, Inc.	File No.
Application for Authority to Discontinue Certain U.S. Domestic Telecommunications	) ) )
Services	

#### **SECTION 63.71 APPLICATION**

Cable & Wireless USA, Inc. ("C&W") hereby requests authority pursuant to Section 214(a) of the Communications Act of 1934, as amended, 47 U.S.C. § 214(a), and Section 63.71 of the rules of the Federal Communications Commission, 47 C.F.R. § 63.71, to discontinue the provision of certain U.S. domestic interstate telecommunications services. C&W is non-dominant with respect to the services being discontinued. Affected customers have been notified in the manner described in Section 63.71(a).

C&W, a global leader in high-performance Internet, data, messaging and voice services, is restructuring its U.S. business. This restructuring will allow C&W to provide the highest-quality services that best meet the needs of its customers in these areas. In connection with this restructuring, C&W is selling its voice customer base to Primus Telecommunications, Inc. ("Primus"). To effectuate that sale, C&W and Primus complied with Section 64.1120(e) of the Commission's rules by notifying all affected customers and, on September 18, 2002, filing a copy of the

notification with the Commission in CC Docket No. 00-257. C&W and Primus have also sought and obtained authority from the Wireline Competition Bureau and the International Bureau pursuant to Section 214 of the Communications Act for that transfer of customer base. See Public Notice, Domestic Section 214 Application for Authorization Filed for Acquisition of Assets of Cable & Wireless USA, Inc. by Primus Telecommunications, Inc., DA 02-2445, WC Docket No. 02-308 (Sept. 27, 2002); Public Notice Report No. TEL-00592, International Authorizations Granted, DA 02-2796, File No. ITC-ASG-20020923-00463 (Oct. 24, 2002).

As described in the Section 64.1120(e) filing on September 18, C&W and Primus notified C&W's customers that their service would be transferred to Primus between October 20, 2002, and January 13, 2003. That customer-notification letter also informed C&W customers of their right to arrange service from a different long-distance telephone provider and that to do so they should contact that carrier or their own local phone company prior to October 20, 2002.

C&W and Primus have tried to accommodate any special needs of these customers in order to assure an orderly transition and continuity of service. C&W and Primus have identified a limited number of customers for whom a transfer to Primus is not feasible and who have not informed C&W or Primus that they have arranged for alternative voice service. Because C&W's U.S. domestic voice network will be shut down on January 18, 2003, C&W is providing appropriate notice to those customers that they have until January 18, 2003, to arrange alternative

service. C&W now files this application seeking FCC authority to discontinue services to those customers.

C&W provides the following information in support of this Application pursuant to Section 63.71 of the Commission's rules:

#### I. SECTION 63.71(a) INFORMATION

(1) Name and address of carrier:

Cable & Wireless USA, Inc. 8219 Leesburg Pike Vienna, VA 22182

(2) Date of planned service discontinuance:

Applicant plans to discontinue these services on January 18, 2003.

(3) Geographic areas affected:

Affected customers may be located in the states of Alabama, Arizona, California, Colorado, Connecticut, Delaware, Florida, Georgia, Iowa, Illinois, Indiana, Kansas, Kentucky, Louisiana, Massachusetts, Maryland, Michigan, Minnesota, Missouri, Mississippi, North Carolina, Nebraska, New Hampshire, New Jersey, New Mexico, Nevada, New York, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, Wisconsin, West Virginia, and the District of Columbia.

(4) Brief description of type of service affected:

Applicant hereby seeks authority to discontinue the provision of U.S. domestic interstate voice telecommunications services to a limited number of dedicated-access customers as described above. C&W provides other domestic and international telecommunications and information services that will not be affected by this discontinuance.

#### II. NOTIFICATION REQUIREMENTS

All customers were notified of this proposed discontinuance by personalized letters on November 19, 2002. These letters included all content required by Section 63.71(a) and were sent 60 days in advance of the proposed discontinuance.

Applicant certifies that Applicant will be submitting a copy of this

Application to the public utility commission and governor of each state in which

discontinuance is proposed, and also to the Special Assistant for

Telecommunications to the Secretary of Defense, as required by Section 63.71(a).

#### III. REGULATORY STATUS

Applicant is regulated as a non-dominant carrier with respect to the service that it seeks authority to discontinue.

12-16-02 06:02pm From-CABLE & WIRELESS + T-163 P.08/08 F-

IV. CONCLUSION

Neither the present nor future public convenience and necessity will be

adversely affected by this proposed termination of service. Customers have been

provided adequate notice, and the public clearly has access to comparable domestic

interstate telecommunications services offered at competitive prices by many other

telecommunications carriers.

For the foregoing reasons, Applicant respectfully requests, pursuant to

Section 214(a) of the Act, 47 U.S.C. § 214(a), and Section 63.71 of the Commission's

rules, 47 C.F.R. § 63.71, that the Commission approve its Section 63.71 Application

to discontinue the provision of U.S. domestic interstate telecommunications services

as described herein.

Respectfully submitted,

Cable & Wireless USA, Inc.

B<sub>17</sub>.

Cathy L/Slesinger

Senior Vice President

Public Policy USA

November 19, 2002

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### TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY NASHVILLE. TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN STEVE HEWLETT, COMMISSIONER SARA KYLE, COMMISSIONER

PAUL ALLEN. EXECUTIVE DIRECTOR





# APPLICATION FOR CERTIFICATE TO PROVIDE OPERATOR SERVICES AND/OR RESELL INTEREXCHANGE TELECOMMUNICATION SERVICES IN TENNESSEE [RULE 1220-4-2-57]

Part	1: General Info	rmation	SECTION A		
A.	Name of App Address	olicant <u>Cable &amp; V</u>	Wireless, Inc. sburg Pike, Vienna		
	State_VA		2Phone No. (703)		
В.	Owner, Partn	ers, or Corporate Of	fficer		
	NAME	ADDRESS	CITY	STATE	ZIP CODE
SEE	ATTACHED EXH	IBIT A			
		<del> </del>		$\rightarrow$	
		<del> </del>			
		<del></del>			
С.	Commission i	nquiries Monday thro	703) 734-4439	(7	03) 442 8891
	Name		Tennessee Phone No.	F	ax No.
<b>D</b> .	List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 800-486-8686			service problems	
	Check the type of telecommunication services you plan to provide in Tennessee.  X Resell Interexchange long distance services  X Operator Services Other (describe below)				
E.	x_Resell Inte	erexchange long dist Services			
E. F.	X_Resell Inte	erexchange long dist Services scribe below) erator services, list (		ss and con	tact person for all
	X_Resell Inte _x_Operator SOther (des	erexchange long dist Services scribe below) erator services, list or rs you serve in Tenn	company name, addre	ss and com	tact person for all

Mail the completed application and a check for \$50.00 to: Tennessee Public Service Commission, P.O. Box 3412, Nashville, TN 37219-0412. Should you have any questions, call (615)741-3939.

H.	List any states that you have been denied authority to provide service.  None.
I.	Areas in Tennessee to be served.
J.	What type of customers will the company serve?  a. Businessx b. Residential c. Aggregators (e.g. Hotels, Payphones) d. Other (specify)
K.	Do you allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over your network? If yes, specify amount. N/A
L.	Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services? YesNoN/A
М.	Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II <sup>1</sup> .
N.	What is the applicant's 10XXX or 800 access code?10223
Ο.	Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? Yes.
Ρ.	What facility-based network will the applicant be reselling? Sprint, MCI, ATT and other certified Tennessee carriers.
Q.	Will the applicant be utilizing the local telephone company's billing system or billing customers direct <sup>2</sup> ? Directly See attached Exhibit C
R.	Describe briefly how the applicant plans to market their services in Tennessee? If an independent telemarketer is going to be used, state company name and address. Sales force located in Nashville.
	404 BNA Drive, Suite 412, Nashville, TN 37217
	Applicant utilizes its in-house sales force to market its services.
S.	Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Applicant will obtain letter of agency from customer purusant to FCC requirements.

<sup>&</sup>lt;sup>1</sup>Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

<sup>2</sup>A copy of a bill is required if the applicant is going to bill the customer direct.

T.	Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes X No				
U.	J. Applicant gives permission to the local telephone company to provide the Commission a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes _x _ No				
<u>Pa</u>	rt II: Organization Structure				
A.	Type of Organization				
_	Individualx_Corporation .				
	PartnershipOther (Explain on separate sheet)				
В.	<ul> <li>If partnership and/or Non-resident</li> <li>(1) Attach a copy of Articles of Incorporation and current by-laws.</li> <li>(2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.</li> </ul>				
Pa	t III: Financial Information				
A.	Attach a current financial statement showing in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.				
* E	Report submitted under a separate cover and proprietary treatment has been requested.				
ope the	ach a copy of the display card to be placed on the aggregators telephone which shows what erator services are to be provided. The card must contain all required information listed in attached Rule (1220-4-257, B) <sup>3</sup> , which includes a toll-free number consumers can call for vice problems and refunds.				
N/A					

<sup>&</sup>lt;sup>3</sup>It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

#### Part V: Rule Compliance Agreement

- A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understands the Tennessee Public Service Commission's (TPSC)
   Interexchange Reseller Rules and Regulations, (Appendix III)
- Understands the penalties for non-compliance, and all associated fees to provide such service.
- Will comply with the TPSC Interexchange Reseller Rules and all other applicable Commission Rules and state laws, including T.C.A. Section 65-5-206 (Appendix IV),
- That all information provided in the attached registration document is true to the best of my knowledge.

Cable & Wireless, Inc.

Company Name

Regulatory Counsel

Company Official

Title

Subscribed and swom before me this 244 day of A4C. 19 95

<u>Xawa Walsh-</u>
Notary Public

Embossed Hereon Is My Commonwealth of Virginia Notary Public Seel My Commission Expires September 30, 1997 LAURA WALSH-STEINMAN seal

# GOVERNMENT OF THE DISTRICT OF COLUMBIA DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

BUSINESS REGULATION ADMINISTRATION



THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 18th day of March, 1975, Articles of Incorporation of:

CABLE & WIRELESS COMMUNICATIONS, INC.

WE FURTHER CENTIFY that the above named corporation is in <u>Good Standing</u> and is duly incorporated and existing according to the records of the Corporations Division, having filed all annual reports as required by the District of Columbia Business Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 21St day of September 1990.

Donald G. Murray Director

Henry C. Lee, III

Administrator

Business Regulation Administration

Ruby Coston - White

Superintendent of Corporations

Corporations Division

#### ARTICLES OF INCORPORATION

OF

#### TDX SYSTEMS, INC.

The undersigned natural persons of the age of twenty one years or more, acting as incorporators of a corporation under the District of Columbia Business Corporation Act of 1954, as amended, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is

TDX SYSTEMS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The business, objects and purposes for which the corporation is organized are:

To develop, create, buy, own, operate, control, manage, promote, finance, invest in, engage in, conduct and take any other interest in or otherwise acquire and dispose of any and all branches and phases of the business of performing and/or furnishing services, undertakings, facilities and equipment of every description related to or useful in connection with systems technology, including communications and management information systems, and to develop, devise, prepare, distribute, use and deal in and with systems, programs, information, evaluations, methods, hardware and software, without limitation.

To serve as advisors, consultants, planners and/or managers for and on behalf of persons, firms, corporations, businesses, governments, agencies and entities of every description.

Directly and indirectly to do any and all acts and things to accomplish and/or assist with the creation, production, marketing, distribution, financing and use of products, services and articles of commerce, without limitation.

To conduct the business of an operating, trading, leasing, holding and/or investment corporation, or otherwise, as principal, agent, representative, manager or in any other capacity.

Generally to create, promote, own, operate, invest in, manage, control, engage in, conduct and take any other interest in commercial activities and undertakings of every description.

MAR 1 8 1975

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The corporation shall have the power to do any and all acts and things necessary or useful to its business and purposes, and shall have the general, specific and incidental powers and privileges granted to it by statute, including:

exploit patents, trade marks, rights of all kinds and related and other interests; to acquire, use, deal in and with, encumber and dispose of real and personal property without limitation including obligations and/or securities; to borrow and lend money for its corporate purposes; to invest and reinvest its funds, and take, hold and deal with real and personal property as security for the payment of funds loaned or invested, or otherwise; to vary any investment or employment of capital of the corporation from time to time; and to create and/or participate with other corporations and entities for the performance of all undertakings, as partner, joint venturer, or otherwise, and to share or delegate control therewith or thereto.

To pay pensions and establish and carry out pension, profit sharing, stock option, stock purchase, stock bonus, retirement, benefit, incentive or commission plans, and/or other provisions for any or all of its directors, officers and employees, and for any or all of the directors, officers and employees of its subsidiaries; and to purchase insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by such shareholder.

To invest in and merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stocks, bonds or other obligations are held or in any manner guaranteed by this corporation, or in which this corporation is in any way interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other securities; and while owner of any such stock, bonds or other securities to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; and to guarantee the payment of dividends upon any stock, the principal or interest or both, of any bonds or other securities, and the performance of any contracts.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the

aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the District of Columbia Business Corporation Act, and to do all such acts and things and conduct business and have one or more offices and exercise its corporate powers in any and all places, without limitation.

FOURTH: The aggregate number of shares which the corporation is authorized to issue is Two Million (2,000,000).

All of such shares are Common shares, and the par value of each of such shares is One Cent (\$.01).

- FIFTH: (1) The corporation is hereby empowered to issue from time to time its authorized shares, and securities, options, warrants and/or other rights convertible thereinto, for such lawful consideration, whether money or otherwise, as the Board of Directors shall determine, and any shares issued for which the consideration so fixed has been paid or delivered shall be fully paid stock and the holder of such shares shall not be liable for any further call or assessments or any other payment thereon, provided that the actual value of such consideration is not less than the par value of the shares so issued.
- (2) The shareholders of the corporation do not have any preemptive or preferential right to subscribe to or purchase unissued shares of any class of stock of the corporation whether such shares are now or hereafter authorized, or any Treasury shares to be sold by the corporation.
- (3) Transferability of the shares of the corporation is restricted in the following manner:
- (a) No shares of the stock of this corporation (including other securities convertible thereinto), whether now or hereafter issued, shall descend, or be sold, transferred, assigned or devised by the owner(s) thereof unless and until (1) a written offer to sell such shares shall have been first delivered to the corporation which shall thereupon and for thirty (30) days be entitled to purchase such shares or any part thereof, and (2) if any shares remain unpurchased by the corporation it shall at any time of its choosing within said thirty (30) days notify its shareholders in writing that they shall each be entitled for thirty (30) days from delivery of the corporation's notice to purchase their respective proportions (pro-rata) of such shares.
  - (b) The price to be paid for the shares, which shall be set forth in the written offers and notices prescribed above, shall be the fair market value thereof, or, if there is no established market value, the book value thereof ("book value" being the appraised value of all corporate assets and liabilities as of the date of the last balance sheet), or at a price not exceeding the amount offered in writing by a bona fide offer to purchase said shares, whichever shall be higher.

- (c) These terms shall be binding upon all shareholders of record, their heirs, executors, administrators and assigns, and shall include transfers by will, gift, intestacy, and all third parties, or otherwise, except that the transfer of shares to the spouse and/or children of the then record owner of said shares may be freely made, and such transfer shall not be restricted or limited by this provision.
- (d) All offers and notices, if mailed, shall be deemed to have been delivered on the day mailed postage prepaid, addressed to the corporation and/or to the shareholders, as the case may be, according to the books of the corporation, and the shares shall be transferable, other than to the corporation and/or its shareholders in the manner required herein, only upon proof of compliance herewith.

SIXTH: The minimum amount of capital with which the corporation shall commence business shall be not less than \$1,000, which may be paid in money or other lawful consideration.

SEVENTH: Provisions for the regulation of the internal affairs of the corporation are:

- (1) The corporation shall indemnify any and all of its directors or officers or former directors or officers, or any persons who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of this corporation or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or persons shall be adjudged in such action, suit or proceeding to be liable for negligence or midconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders, or otherwise.
  - (2) The power to make, alter, amend and repeal bylaws is vested in the directors, but the directors may by resolution from time to time grant any or all of said power to the shareholders to such extent as said resolution shall provide.
  - (3) The private property of the incorporators, share-holders, directors and officers shall not be subject to the payment of corporate debts.
  - (4) No director shall be disqualified from voting or acting on behalf of the Corporation in contracting with any other corporation in which he or she may be a director, officer or a shareholder, nor shall any director of the Corporation be

disqualified from voting or acting in its behalf by reason of any personal interest.

Further provisions for the regulation of the internal affairs of the corporation are as provided in the by-laws.

EIGHTH: The name of the initial registered agent of the corporation in the District of Columbia at its initial registered office, and the address thereof, are Jack C. Sando, Suite 700, Colorado Building, 1341 G Street, N.W., Washington, D.C. 20005.

NINTH: The number of directors constituting the full initial board of directors of the corporation is three (3), and the names and addresses, including street and number, of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

#### NAME

#### ADDRESS

William F. Von Meister	1200 North Nash Street Arlington, Virginia
Peter F. Hovell	4670 N. 34th Street Arlington, Virginia 22207
C. Alan Peyser	7670 Old Springhouse Road McLean, Virginia 22101

TENTH: The name and address, including street and number of each incorporator is:

#### NAME

#### **ADDRESS**

David L. Good	2700 Virginia Avenue, N. W. Washington, D. C.
Mark B. Sandground	l19 Quay Street Alexandria, Virginia 22314

Marjory E. Zenger 7801 Lee Avenue
Alexandria, Virginia 22308

ELEVENTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in the foregoing articles of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders, directors and officers are subject to this reserved power.

Dated: March 11, 1975

INCORPORATORS

Marjory & Dinger

FILING FEE

INDEXING FEE

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## ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

TO: The Recorder of Deeds, D.C. 6th & D Streets, N.W. Corporation Division Washington, D.C.

Pursuant to the provisions of the District of Columbia Business Corporation Act enacted by the 83rd Congress, Second Session, 1954, Public Law 389, Chapter 269 (D.C.C.E. Secs. 29-901, et seq.), the undersigned Corporation adopts the following ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION:

FIRST: The name of the Corporation is TDX Systems, Inc.

SECOND: The following amendment of the ARTICLES OF INCORPORATION was adopted by the shareholders of the Corporation on April 20, 1977, in the manner prescribed by said Corporation Act.

AMENDMENT OF ARTICLE FIFTH, SUBPARAGRAPH (3)(a) OF THE ARTICLES OF INCORPORATION OF TDX SYSTEMS, INC.

(a) No shares of the stock of the Corporation, regardless of class, (including other securities convertible thereinto) whether now or hereafter issued shall descend or be sold, transferred, assigned or devised by the owner(s) thereof, unless and until a written offer to sell such shares shall have been first delivered to the Corporation at its principle place of business which shall thereupon and for fifteen (15) days be entitled to purchase such shares or any parts thereof.

THIRD: Such amendment was adopted by the shareholders of the Corporation on April 20, 1977.

FOURTH: The number of shares of the Corporation outstanding at the time of such adoption was Six Hundred Twenty Seven Thousand, Six Hundred Forty (627,640) and the number of shares

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entitled to vote thereon was Six Hundred Twenty Seven Thousand, Six Hundred Forty (627,640).

FIFTH: The number of shares voted for such amendment was Five Hundred Forty Four Thousand, Three Hundred Six (544,306), and the number of shares voted against such amendment was None; the number of shares which abstained from voting was Eighty Three Thousand, Three Hundred Thirty Four [83,334).

TDX SYSTEMS, INC.

WILLIAM F. von MEISTER, PRESIDENT

ATTEST

MARK B. SANDGROUND, SECRETARY.

### FEES DUE:

Filing Fee-----\$ 20.00 Indexing Fee----- 2.00 Certified Copies (2 @ \$5.00)---- 10.00

TOTAL DUE: \$ 32.00

ARTICLES OF AMENDMENT

TO THE

#### ARTICLES OF INCORPORATION

To:

The Recorder of Deeds, D.C. 614 H Street, N.W. Room 407 Washington, D.C.

Pursuant to the provisions of Title 29, Chapter 9 of the Code of Laws of the District of Columbia, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is TDX Systems, Inc. (the "Corporation").

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the Corporation on June 15, 1984, in the manner prescribed by the Code of Laws of the District of Columbia:

Subparagraph (3) of Article FIFTH of the Corporation's Articles of Incorporation as filed with the Recorder of Deeds of the District of Columbia on March 11, 1975, and as subsequently amended on May 4, 1977, is hereby deleted.

THIRD: The number of shares of the Corporation outstanding at the time of such adoption was One Million, Eight Hundred Seventy Thousand, Eight Hundred Seventy-Five (1,870,875) and the number of shares entitled to vote thereon was One Million, Eight Hundred Seventy Thousand, Eight Hundred Seventy-Five (1,870,875).

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

#### NONE

FIFTH: The number of shares voted for such amendment was 1,870,875, and the number of shares voted against such amendment was none.

FILED "SEP 13 1984 SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

#### NONE

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

#### NO CHANGE

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, or paid in surplus, or both, and the amount of stated capital and the amount of paid in surplus as changed by such amendment, are as follows:

#### NO CHANGE

DATE: 8/30/14

TDX SYSTEMS, INC.

C. Alan Peyser, President

Cullom O. Jones, Secretary

#### ARTICLES OF AMENDMENT

TO THE

#### ARTICLES OF INCORPORATION

To: Corporation Division 614 H Street, N.W. Room 407 Washington, D.C.20001

Pursuant to the provisions of Title 29, Chapter 9 of the Code of Laws of the District of Columbia, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is TDX Systems, Inc. (the "Corporation").

SECOND: The following amendment to Section First of the Articles of Incorporation of the Corporation was adopted by the shareholders of the Corporation on August 12. , 1986, in the manner prescribed by the District of Columbia Business Corporation Act:

FIRST: The name of the corporation is Cable & Wireless Communications, Inc.

THIRD: The number of shares of the Corporation outstanding at the time of such adoption was One Million Eight Hundred Seventy Thousand Eight Hundred Seventy-Five (1,870,875) and the number of shares entitled to vote thereon was One Million Eight Hundred Seventy Thousand Eight Hundred Seventy-Five (1,870,875).

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

NONE

FIFTH: The number of shares voted for such amendment was One Million Eight Hundred Seventy Thousand Eight Hundred Seventy-Five (1,870,875), and the number of shares voted against such amendment was Zero (0).

FILED AUG 21 1986

BY: ut

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#### 1 . SYSTEMS, INC.

#### WRITTEN CONSENT OF SOLE SHAREHOLDER IN LIEU OF A MEETING

Pursuant to the provisions of Section 29-947 of the District of Columbia Business Corporation Act, the undersigned, being the sole shareholder of TDX SYSTEMS, INC., a District of Columbia corporation (the "Company"), does hereby consent to the taking of the following action upon written consent to the same effect and for all purposes as if an actual meeting of shareholders had been held on August 12., 1986, in the offices of the Company:

RESOLVED: That the name of the Company be and hereby is changed to CABLE & WIRELESS COMMUNICATIONS, INC.

FURTHER RESOLVED: That the officers of the Company be and hereby are authorized and empowered to file Articles of Amendment to the Articles of Incorporation of the Company to change the name of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed its name as the sole shareholder of TDX SYSTEMS, INC., as of the lith day of August , 1986.

CABLE & WIRELESS NORTH AMERICA, INC.

By:

Philip J. Warwick,

President

4:CWNA.80.2

SIXTH: The number of shares of each class enticled to vote thereon as a class voted for and against such amendment, respectively, was:

#### NONE

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

#### NO CHANGE

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, or paid in surplus, or both, and the amount of stated capital and the amount of paid in surplus as changed by such amendment, are as follows:

#### NO CHANGE

Date:

August 18 \_\_\_\_, 1986

TDX SYSTEMS, INC.

Bv :

John M. Zrno,

Vice President

Attest:

Cullom O. Jones, Secretary

4:CWNA.80.3

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S COUNTY OF DALLAS SET

BEFORE ME, a notary public, on this day personally appeared JOHN M. 2RNO, Vice President of TDX SYSTEMS, INC., a District of Columbia corporation, known to me to be the person and officer whose name is subscribed to the foregoing document and, being by me first duly sworn, delcared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 18th day of

Notary Public in and for the State of Texas.

[SEAL]

My Commission Expires:

July 15, 1989

THE STATE OF TEXAS \$

COUNTY OF DALLAS 5

BEFORE ME, a notary public, on this day personally appeared CULLOM O. JONES, Secretary of TDX SYSTEMS, INC., a District of Columbia corporation, known to me to be the person and officer whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 18th day of

Notary Public in and for the State of Texas.

[SEAL]

My Commission Expires:

11. CWNA. 89.4

STATE OF THINESS E	SECRET SECRET
To the Secretary of State of the State of Tennessee	24.
Pursuant to the proprietor an amended certificate for that purpose sets forth:	4 of the Tennessee Business Corporation Act, the undersigned te of authority to transact business in the State of Tennessee, and
	eless Communications, Irc.)
If different, the name under which the certificate of	
	rporated is D151, of Columbia
3. The date of its incorporation is 3/18/ of duration, if other than perpetual, is	(must be month, day, and year), and the period
1. The complete street address (including zip code)	of its principal office is 1919 Gallows
Read, Ulena, VA Street City	State/Country Zip Code
	ty and the zip code) of its registered office in Tennessee is  Two Union Sq Chattanoga, TW 3740  County Zip Code
The name of its registered agent at that office is  Corporation System	_
i. The names and complete business addresses (inclu f necessary.)	eding zip code) of its current officers are: (Attach separate sheet
7. The names and complete business addresses (increparate sheet if necessary.)	eluding zip code) of its current board of directors are: (Attach
3. The corporation is a corporation for profit.	
en en financia de la	ng by the Secretary of State, the delayed effective date/time is
NOTE: A delayed effective date shall not be later that of State.]	in the 90th day after the date this document is filed by the Secretary
authenticated by the Secretary of State or other off under whose law it is incorporated. The certificate a the application is successfully filed in Tennessee.]	a certificate of existence (or a document of similar import) duly icial having custody of corporate records in the state or country hall not bear a date of more than one (1) month prior to the date
October 13, 1993	Cable & Wheless, Inc.
Secretary	Name of Corporation
Signer's Capacity	Signature Kenneth L. Wers
The state of the s	

# GOVERNMENT OF THE DISTRICT OF COLUMBIA DEPARTMENT OF CONSUMER AND REGULATORY CAFFAIRS DESCRIPTION ADMINISTRATION



SECRETARY OF STATE

## CERTIFICATE

THIS IS TO CERTIFY that there was received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 18th day of March 1975 Certificate and Articles of Incorporation of CABLE & WIRELESS, INC.

WE FURTHER CERTIFY that on September 3, 1993, there was filed a Certificate of Amendment of CABLE & WIRELESS COMMUNICATIONS, INC. (changing to) CABLE & WIRELESS, INC.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this office to be affixed this 25th day of January 1994.

Hampton Cross
Acting Director

Barry K Campbell Administrator

Patricia E. Grays

Assistant Superintendent of Corporations

Corporations Division

Sharon Pratt Kelly Mayor