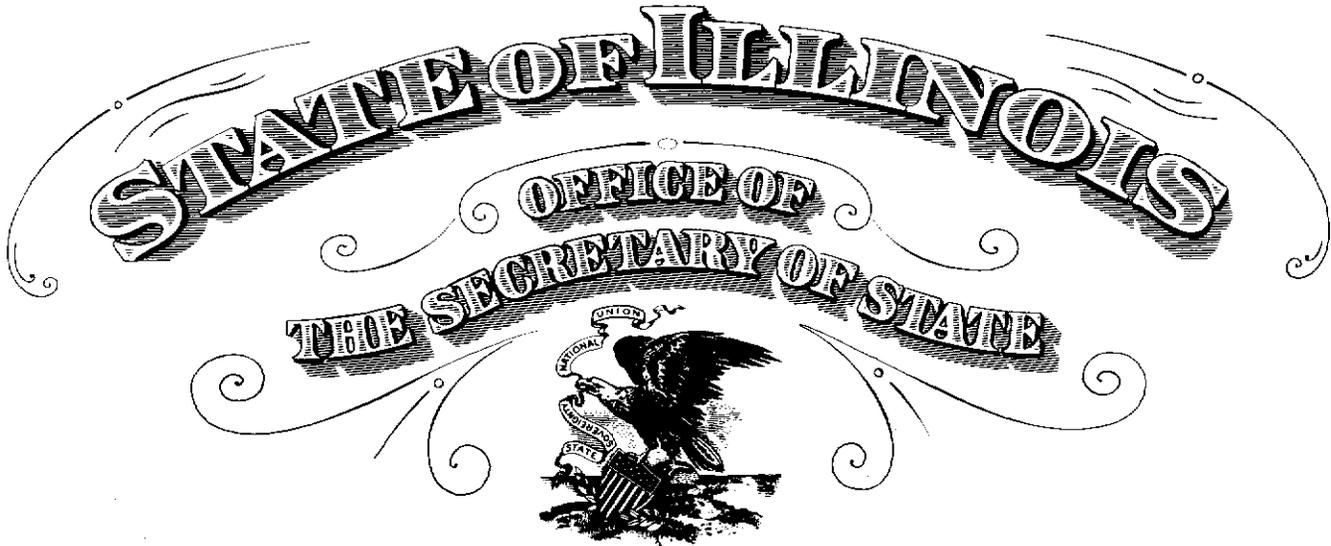


Question 8

8. Submit a copy of articles of incorporation and a copy of certificate of authority to transact business in Illinois.

See Next Page



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

CABLE & WIRELESS AMERICAS OPERATIONS, INC.,
 INCORPORATED IN THE STATE OF DELAWARE AND LICENSED TO TRANSACT
 BUSINESS IN THIS STATE ON DECEMBER 7, 2004, APPEARS TO HAVE
 COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF
 THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF
 FRANCHISE TAXES, AND IS AT THIS TIME A FOREIGN CORPORATION IN GOOD
 STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF
 ILLINOIS*****

***In Testimony Whereof, I hereto set
 my hand and cause to be affixed the Great Seal of
 the State of Illinois, this*** 12TH
day of MAY A.D. 2006 .



Jesse White

SECRETARY OF STATE

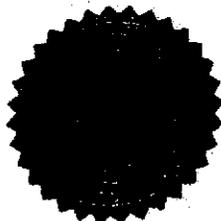
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CABLE & WIRELESS AMERICAS OPERATIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 2003, AT 1:44 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3674526 8100

AUTHENTICATION: 2494535

030419708

DATE: 06-25-03

CERTIFICATE OF INCORPORATION

OF

CABLE & WIRELESS AMERICAS OPERATIONS, INC.

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: Name. The name of the corporation is CABLE & WIRELESS AMERICAS OPERATIONS, INC. (the "Corporation").

SECOND: Registered Office. The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: Purpose. The nature of the business or purposes to be conducted or promoted by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: Capital Stock. The total number of shares of capital stock which the Corporation shall have authority to issue is One Hundred (100) shares of common stock, \$.01 par value per share.

FIFTH: Management. The Board of Directors shall have the power to make, alter, amend or repeal the By-Laws of the Corporation, except to the extent that the By-Laws otherwise provide.

SIXTH: Limited Liability. No director of the Corporation shall 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 involve intentional misconduct or a knowing violation of law; (iii) under § 174 of the Delaware General Corporation Law; or (iv) for any transaction from which the director derived an improper personal benefit.

SEVENTH: Compromise. Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of § 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of § 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may

be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

EIGHTH: Indemnification: The Corporation shall, to the fullest extent permitted by the provisions of § 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

NINTH: Incorporator: The name and mailing address of the sole Incorporator of the Corporation is Susan Fields, c/o Thelea Reid & Priest LLP, 875 Third Avenue, New York, NY 10022.

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator hereinabove named, does hereby certify that the facts hereinabove stated are truly set forth and, accordingly, hereby executes this Certificate of Incorporation this 13th day of June, 2003.

/s/ Susan Fields
Susan Fields, Incorporator

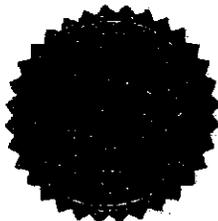
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CABLE & WIRELESS AMERICAS OPERATIONS, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF AUGUST, A.D. 2003, AT 4:51 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3674526 8100

AUTHENTICATION: 2593798

030543587

DATE: 08-21-03

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

CABLE & WIRELESS AMERICAS OPERATIONS, INC.

(Pursuant to Section 242 of the Delaware General Corporation Law)

CABLE & WIRELESS AMERICAS OPERATIONS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), **DOES HEREBY CERTIFY:**

FIRST: The name of the corporation is **CABLE & WIRELESS AMERICAS OPERATIONS, INC.** (the "Corporation").

SECOND: The Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State of Delaware on June 25, 2003.

THIRD: The Certificate of Incorporation of the Corporation is hereby amended by deleting Article **FOURTH** in its entirety and substituting the following in lieu thereof:

"FOURTH: Capital Stock: The total number of shares of capital stock which the Corporation shall have authority to issue is One Million (1,000,000) shares of common stock, \$.01 par value per share."

FOURTH: This Certificate of Amendment has been duly adopted in accordance with the provisions of Section 242 of the DGCL by the unanimous written consent of the Corporation's Board of Directors pursuant to Section 141 of the DGCL and by the written consent of its sole stockholder pursuant to Section 228 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Robert Breuche, its President, this 20th day of August, 2003.

/s/ Robert Breuche
Robert Breuche, President