

EXHIBIT A

CORPORATE DOCUMENTS



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 09, 2015

0522460-8

C T CORPORATION SYSTEM
208 SO LASALLE ST, SUITE 814
CHICAGO, IL 60604-1101

RE INTELLIFIBER NETWORKS, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS
IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE APPROVED
APPLICATION FOR ADMISSION.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT
PRIOR TO THE FIRST DAY OF THIS MONTH OF QUALIFICATION NEXT YEAR.
FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR REVOCATION.
A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT
THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE.
VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY,
PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT
REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

Form **LLC-45.5**

May 2012

Secretary of State

Department of Business Services

Limited Liability Division

501 S. Second St., Rm. 351

Springfield, IL 62756

217-524-8008

www.cyberdriveillinois.com

Payment must be made by certified check, cashier's check, Illinois attorney's check, C.P.A.'s check or money order payable to Secretary of State.

Illinois
Limited Liability Company Act
**Application for Admission to
Transact Business**

SUBMIT IN DUPLICATE

Type or Print Clearly.

This space for use by Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: *JW*

FILE #

This space for use by Secretary of State.

FILED

JUN 09 2015

JESSE WHITE
SECRETARY OF STATE1. Limited Liability Company Name: Intellifiber Networks, LLC

2. Assumed Name: _____

(This item is only applicable if the company name in item 1 is not available for use in Illinois, in which case form LLC 1.20 must be completed and submitted with this application.)

3. Jurisdiction of Organization: Virginia4. Date of Organization: 01/01/20155. Period of Duration: Perpetual

(Enter Perpetual unless there is a Date of Dissolution provided in the agreement, in which case enter that date.)

6. Address of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)

4001 Rodney Parham Road

Number

Street

Suite #

Little Rock, AR 72212

City

State

ZIP Code

7. Registered Agent: C T Corporation System

First Name

Middle Name

Last Name

Registered Office: 208 South LaSalle Street, Suite 814

Number

Street

Suite #

(P.O. Box alone or c/o
is unacceptable.)ChicagoIL60604

City

Zip Code

Note: The registered agent must reside in Illinois. If the agent is a business entity, it must be authorized to act as agent in this state.

8. If applicable, Date on which Company first conducted business in Illinois: upon qualification

(continued on back)

LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: _____
To engage in any and all lawful purposes for which limited liability companies may be organized under the Virginia Limited
Liability Company Act and as permitted under the Illinois Limited Liability Company Act. _____

10. The Limited Liability Company: (check one)

a. is managed by the manager(s) (List names and addresses.)

Anthony W. Thomas, 4001 Rodney Parham Road, Little Rock, AR 72212

John P. Fletcher, 4001 Rodney Parham Road, Little Rock, AR 72212

b. has management vested in the member(s) (List names and addresses.)

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

12. This application is accompanied by a Certificate of Good Standing or Existence, duly authenticated within the last 60 days, by the officer of the state or country wherein the LLC is formed.

13. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated: May 1, 2015
Month, Day, Year

John P. Fletcher
Signature

John P. Fletcher, Manager
Name and Title (type or print)

If applicant is signing for a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC.

6132-098-9

COPY

1412080213

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF ENTITY CONVERSION OF
INTELLIFIBER NETWORKS, INC. 0482982-6
SCC ID No. 0482982-6

FILED

MAY 28 2015

December 17, 2014

JESSE WHITE
SECRETARY OF STATE

Pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, the undersigned, on behalf of the corporation set forth below, states as follows:

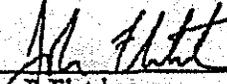
1. The name of the corporation immediately prior to the filing of these articles of entity conversion is Intellifiber Networks, Inc. The corporation shall convert to a Virginia limited liability company, its name shall be Intellifiber Networks, LLC.
2. The plan of entity conversion, pursuant to § 13.1-722.10 of the Code of Virginia, is attached hereto as Exhibit A.
3. The plan of entity conversion was adopted by the consent of the sole shareholder of the corporation.
4. The effective time of the conversion shall be the 1st day of January, 2015, at 1:04 a.m., Eastern Time.
5. The full text of the articles of organization of the resulting limited liability company as the surviving entity as will be in effect immediately after consummation of the conversion are attached as Exhibit B.

[SIGNATURE PAGE FOLLOWS]

1412088213

IN WITNESS WHEREOF, the corporation has caused these articles of entity conversion to be executed as of the date first written above.

INTELLIFIBER NETWORKS, INC.

By: 
Name: John F. Fletcher
Title: Executive Vice President, Secretary &
General Counsel

1412080213

Exhibit A to Articles of Entity Conversion

Plan of Entity Conversion

(see attached)

PLAN OF ENTITY CONVERSION

December 17, 2014

This plan of entity conversion is made and entered into by and among Intellifiber Networks, Inc., a Virginia corporation (the "Company"), and Cavalier Telephone Corporation, a Delaware corporation, as the sole shareholder of the Company (the "Shareholder").

1. Conversion. Subject to the terms and conditions of this plan of entity conversion, at the Effective Time (as defined in Section 2 below), the Company shall be converted into a limited liability company organized pursuant to the laws of the State of Virginia (the "LLC"), and the separate existence of the Company shall cease. Upon such conversion, the name of the LLC shall be Intellifiber Networks, LLC, a Virginia limited liability company.

2. Effective Time. The conversion shall become effective upon on the 1st day of January, 2015, at 1:04 a.m., Eastern Time (the "Effective Time").

3. Conversion of Shares. The Shareholder is the sole shareholder of the Company. All of the issued and outstanding capital stock of the Company will be converted into a 100% membership interest in the LLC.

4. Approval. The board of directors of the Company and the Shareholder have unanimously approved this plan of entity conversion and the conversion of the Company from a corporation to a limited liability company.

5. Managers. The directors of the Company holding office immediately prior to the Effective Time shall, without the requirement of any other action by any person, serve as the managers of the LLC until their successors are duly appointed or their prior resignation, removal or death.

6. Officers. The officers of the Company holding office immediately prior to the Effective Time shall, without the requirement of any other action by the members or managers of the LLC, serve as the officers of the LLC until their successors are duly appointed or their prior resignation, removal or death.

7. Governing Documents. The bylaws of the Company shall have no further force or control after the Effective Time, and shall immediately be replaced without the necessity of any further action by an operating agreement executed by the Shareholder, as sole member of the LLC.

8. Continuation of Business. At the Effective Time, the conversion shall have the effect provided for herein and in Section 13.1-722.13 of the Virginia Code. Without limiting the generality of the foregoing, from and after the Effective Time, the business of the Company shall continue to be carried on by the limited liability company and all the rights and property of the Company shall be vested in the limited liability company and all debts, liabilities, and obligations of the Company shall continue as debts, liabilities, and obligations of the limited

1412080213

liability company in the order and priority such debts, liabilities and obligations are established with the Company immediately prior to the conversion. The Company shall not be required to wind up its affairs, pay its liabilities and distribute its assets. The conversion shall not constitute a dissolution of the Company but shall constitute a continuation of the existence of the Company in the form of a limited liability company.

9. Further Actions. The officers of the Company shall take, and shall authorize its counsel to take, all such further actions as may be required to complete the conversion, including all necessary filings with offices of the State Corporation Commission of the Commonwealth of Virginia, including articles of entity conversion that comply with Section 13.1-722.12 of the Virginia Code and articles of organization substantially in the form attached hereto and labeled as "Exhibit B to Articles of Entity Conversion," which shall be in effect immediately after consummation of the conversion, and the execution of all documents necessary to transfer or evidence the transfer of the legal rights of the Company to the limited liability company (including all required filings and notices with state and local authorities).

10. Treatment. The Company and the Shareholder agree that, for U.S. federal income tax purposes: (i) the conversion is intended to accomplish the complete liquidation and dissolution of the Company in accordance with Section 332 of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations thereunder and (ii) this plan of entity conversion is intended to constitute a plan of liquidation within the meaning of Section 332(b) of the Code.

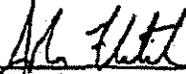
11. Termination. This plan of entity conversion may be terminated and abandoned at any time prior to the Effective Time by resolution of the board of directors of the Company if it determines for any reason whatsoever that the conversion contemplated herein is inadvisable.

[SIGNATURE PAGE FOLLOWS]

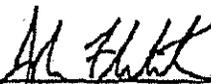
1412080213

IN WITNESS WHEREOF, the parties hereto have caused this plan of entity conversion to be executed as of the date first written above.

INTELLIFIBER NETWORKS, INC.

By: 
Name: John F. Fletcher
Title: Executive Vice President, Secretary &
General Counsel

CAVALIER TELEPHONE CORPORATION

By: 
Name: John F. Fletcher
Title: Executive Vice President, Secretary &
General Counsel

1412980213

Exhibit B to Articles of Entity Conversion

Articles of Organization

(see attached)



LLC-1011
(10/11)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF ORGANIZATION
OF A VIRGINIA LIMITED LIABILITY COMPANY

1412080213

Pursuant to Chapter 12 of Title 13.1 of the Code of Virginia the undersigned states as follows:

1. The name of the limited liability company is

Intellifiber Networks, LLC

(The name must contain the words limited company or limited liability company or the abbreviation L.C., LC, L.L.C., or LLC)

2. A. The name of the limited liability company's initial registered agent is

CT Corporation System 8004989-0

B. The initial registered agent is (mark appropriate box):

(1) an INDIVIDUAL who is a resident of Virginia and

- a member or manager of the limited liability company.
- a member or manager of a limited liability company that is a member or manager of the limited liability company.
- an officer or director of a corporation that is a member or manager of the limited liability company.
- a general partner of a general or limited partnership that is a member or manager of the limited liability company.
- a trustee of a trust that is a member or manager of the limited liability company.
- a member of the Virginia State Bar.

OR

(2) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

3. A. The limited liability company's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is

4701 Cox Road Suite 285 Glen Allen VA 23060-6802
(number/street) (city or town) (state) (zip)

B. The registered office is located in the county or city of Henrico.

4. The limited liability company's principal office address, including the street and number, is

4001 Rodney Parham Road Little Rock AR 72212
(number/street) (city or town) (state) (zip)

Organizer(s):

John P. Fletcher
(signature)

December 17, 2014

(date)

John P. Fletcher

(printed name)

(telephone number (optional))

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public

SEE INSTRUCTIONS ON THE REVERSE

S538124 - 1

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 23, 2014

1412980213

The State Corporation Commission has found the accompanying articles of entity conversion submitted on behalf of

Intellifiber Networks, Inc.

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF ENTITY CONVERSION

be issued and admitted to record with the articles of entity conversion and articles of organization in the Office of the Clerk of the Commission, effective January 1, 2015 at 1:04 a.m.

When the certificate becomes effective, Intellifiber Networks, Inc. is deemed to be a limited liability company organized under the laws of this Commonwealth with the name

Intellifiber Networks, LLC

The limited liability company is granted the authority conferred on it by law in accordance with its articles of organization, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann
Commissioner

CNVR LACT
CISJMA
14-12-22-1228

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all business entity documents on file in the Clerk's Office of the Commission relating to Intellifiber Networks, LLC.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
April 9, 2015*

Joel H. Peck
Joel H. Peck, Clerk of the Commission



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 03, 2015

0522563-9

C T CORPORATION SYSTEM
208 SO LASALLE ST, SUITE 814
CHICAGO, IL 60604-1101

RE LDMI TELECOMMUNICATIONS, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE APPROVED APPLICATION FOR ADMISSION.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS MONTH OF QUALIFICATION NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR REVOCATION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

Form **LLC-45.5**

May 2012

Secretary of State
 Department of Business Services
 Limited Liability Division
 501 S. Second St., Rm. 351
 Springfield, IL 62756
 217-524-8008
 www.cyberdriveillinois.com

Payment must be made by certified check, cashier's check, Illinois attorney's check, C.P.A.'s check or money order payable to Secretary of State.

Illinois
 Limited Liability Company Act
 Application for Admission to
 Transact Business

SUBMIT IN DUPLICATE

Type or Print Clearly.

This space for use by Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: *DW*

FILE #

This space for use by Secretary of State.

FILED

JUN 03 2015

JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company Name: LDMI Telecommunications, LLC
2. Assumed Name: _____
 (This item is only applicable if the company name in item 1 is not available for use in Illinois, in which case form LLC 1.20 must be completed and submitted with this application.)
3. Jurisdiction of Organization: Michigan
4. Date of Organization: 5/15/1990
5. Period of Duration: Perpetual
 (Enter Perpetual unless there is a Date of Dissolution provided in the agreement, in which case enter that date.)
6. Address of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)
- | | | |
|--------------------------------|--------|----------|
| <u>4001 Rodney Parham Road</u> | | |
| Number | Street | Suite # |
| <u>Little Rock, AR 72212</u> | | |
| City | State | ZIP Code |
7. Registered Agent: CT Corporation System
- | | | | |
|--|----------------|------------------------------|------------------|
| | First Name | Middle Name | Last Name |
| Registered Office: | <u>208</u> | <u>South LaSalle Street,</u> | <u>Suite 814</u> |
| (P.O. Box alone or c/o is unacceptable.) | Number | Street | Suite # |
| | <u>Chicago</u> | <u>IL</u> | <u>60604</u> |
| | City | Zip Code | |
- Note: The registered agent must reside in Illinois. If the agent is a business entity, it must be authorized to act as agent in this state.
8. If applicable, Date on which Company first conducted business in Illinois: upon qualification

(continued on back)

LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: _____
To engage in any and all lawful purposes for which limited liability companies may be organized under the Michigan Limited Liability Company Act and as permitted under the Illinois Limited Liability Company Act.

10. The Limited Liability Company: (check one)

a. is managed by the manager(s) (List names and addresses.)

Anthony W. Thomas, 4001 Rodney Parham Road, Little Rock, AR 72212

John P. Fletcher, 4001 Rodney Parham Road, Little Rock, AR 72212

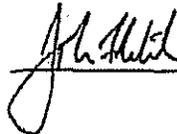
b. has management vested in the member(s) (List names and addresses.)

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

12. This application is accompanied by a Certificate of Good Standing or Existence, duly authenticated within the last 60 days, by the officer of the state or country wherein the LLC is formed.

13. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated: May 11, 2015
Month, Day, Year


Signature

John P. Fletcher, Manager
Name and Title (type or print)

If applicant is signing for a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC.

**Michigan Department of
Licensing and Regulatory Affairs**

Filing Endorsement

This is to Certify that the

CERTIFICATE OF CONVERSION AND ARTICLES OF ORGANIZATION

for

**LDMI TELECOMMUNICATIONS, INC.
ID Number: 267030**

TO

**LDMI TELECOMMUNICATIONS, LLC
ID Number: E5668X**

*received by facsimile transmission on December 23, 2014, is hereby endorsed filed on
December 23, 2014, by the Administrator.*

*The document is effective on the date filed, unless a
subsequent effective date within 90 days after
received date is stated in the document.*

Effective Date: January 1, 2015



*In testimony whereof, I have hereunto set my hand
and affixed the Seal of the Department, in the City of
Lansing, this 23rd day of December, 2014.*

**, Director
Corporations, Securities & Commercial Licensing Bureau**

CSCL/CD-584 (Rev. 01/14)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU										
Date Received	(FOR BUREAU USE ONLY)									
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.									
<table border="1"> <tr> <td colspan="3">Name Daniel L. Heard</td> </tr> <tr> <td colspan="3">Address 124 W. Capitol Ave, Suite 2000</td> </tr> <tr> <td>City Little Rock</td> <td>State AR</td> <td>ZIP Code 72201</td> </tr> </table>		Name Daniel L. Heard			Address 124 W. Capitol Ave, Suite 2000			City Little Rock	State AR	ZIP Code 72201
Name Daniel L. Heard										
Address 124 W. Capitol Ave, Suite 2000										
City Little Rock	State AR	ZIP Code 72201								
EFFECTIVE DATE:										

Document will be returned to the name and address you enter above. If left blank, document will be returned to the registered office.

CERTIFICATE OF CONVERSION
 For use by a Corporation Converting Into a Business Organization

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations) and Act 23, Public Acts of 1993 (limited liability companies), the undersigned corporation executes the following Certificate of Conversion.

1. Before Conversion

Entity Name: LDMI Telecommunications, Inc.		Entity ID: 287030
Indicate (X) Entity Type	<input checked="" type="checkbox"/>	Domestic Profit Corporation
	Street Address, if different than the one provided in Item 3:	
	<input type="checkbox"/>	Foreign Corporation

2. After Conversion

Entity Name: LDMI Telecommunications, LLC		
Indicate (X) Entity Type	<input type="checkbox"/>	Domestic Profit Corporation
	<input type="checkbox"/>	Foreign Corporation
	<input checked="" type="checkbox"/>	Domestic Limited Liability Company
	<input type="checkbox"/>	Foreign Limited Liability Company

If the converting corporation is a domestic corporation that has not commenced business, has not issued any shares, and has not elected a board of directors, proceed to Item 6.

If the converting corporation is a domestic profit corporation that has commenced business or a foreign corporation, proceed to Item 3.

3. Surviving Business Organization

Governing Statute: Michigan Limited Liability Company Act, Act 22 of 1993
Street Address: 30600 Telegraph Road, Suite 2345, Bingham Farms, MI 48025
Principal Place of Business: 4001 Rodney Perham Road, Little Rock, AR 72212

4. Shares

Designation and number of outstanding shares in each class or series <u>Common Stock, 1,000 shares outstanding.</u>
Indicate class or series of shares entitled to vote <u>Common Stock</u>
Indicate class or series entitled to vote as a class <u>Common Stock</u>
If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows:

5. The manner and basis of converting the shares of the converting corporation into ownership interests or obligations of the surviving business organization, into cash, into other consideration that may include ownership interests or obligations of an entity that is not a party to the conversion, or into a combination of cash and other consideration.

All of the issued and outstanding capital stock of LDMI Telecommunications, Inc. will be converted into a 100% membership interest in LDMI Telecommunications, LLC.

6. (Complete only if a later effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in the office.)

The conversion is effective on the <u>1st</u> day of <u>January 1, 2015</u> , at <u>12:04 a.m., CT</u> .
--

The plan of conversion will be furnished by the surviving business organization, on request and without cost, to any shareholder of the converting corporation.

The conversion is permitted by the law that will govern the internal affairs of the business organization after conversion and the surviving business organization complies with that law in converting.

7. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the conversion are:

Assumed Name	Expiration Date
SEE APPENDIX TO CERTIFICATE OF CONVERSION	

8. The converting corporation's name and/or assumed name(s) to be used as new assumed name(s) of the surviving business organization:

Assumed Name

9. Signatures: Complete only Section (a) or (b) if the converting corporation is domestic.
Complete only (c) if the converting corporation is foreign.

Complete if the domestic corporation has not commenced business:

a) The plan of conversion was approved by unanimous consent of the incorporators of the converting domestic corporation and the corporation has not yet commenced business, has not issued shares, and has not elected a board of directors in accordance with Section 745(1)(d) of the act.

Signed this _____ day of _____, _____.

(Signature of Incorporator)

(Signature of Incorporator)

(Type or Print Name)

(Type or Print Name)

(Signature of Incorporator)

(Signature of Incorporator)

(Type or Print Name)

(Type or Print Name)

Complete if the domestic corporation has commenced business:

b) The plan of conversion was adopted by the Board of Directors and approved by the shareholders of the Domestic Corporation in accordance with Section 745(1)(c) of the Act.

Signed this 17th day of December, 2014

By 
(Signature of Authorized Officer or Agent)

John P. Fletcher
(Type or Print Name)

Complete only if the converting corporation is foreign:

c) The plan of conversion was adopted and submitted for approval in the manner required by the law governing the internal affairs of the converting foreign corporation.

Signed this _____ day of _____

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

Appendix to Certificate of Conversion

Assumed Names of LDMI Telecommunications, Inc.

Entity	Entity ID	Assumed Name Date	Reversion Date	Expiration Date
CAVALIER TELEPHONE	267030	6-18-2010		12-31-2016
PAETEC BUSINESS SERVICES	267030	5-4-2011		12-31-2016
CAVALIER TELEPHONE AND TV	267030	1-4-2007	11-1-2012	12-31-2017
CAVALIER BUSINESS COMMUNICATIONS	267030	1-4-2007	11-1-2012	12-31-2017
LDMI TELECOMMUNICATIONS	267030	5-1-10-1998	12-19-2013	12-31-2018
LDMI	267030	4-8-1992	11-1-2012	12-31-2017

CSOLCD-700 (Rev. 01/14)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU		
Date Received	(FOR BUREAU USE ONLY)	
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.		
Name	Daniel L. Heard	
Address	124 W. Capitol Ave, Suite 2000	
City	State	ZIP Code
Little Rock	AR	72201
		EFFECTIVE DATE:

Document will be returned to the name and address you enter above. If left blank, document will be returned to the registered office.

ARTICLES OF ORGANIZATION
For use by Domestic Limited Liability Companies
(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned executes the following Articles:

ARTICLE I

The name of the limited liability company is: LDMI Telecommunications, LLC.

ARTICLE II

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan.

ARTICLE III

The duration of the limited liability company if other than perpetual is: _____

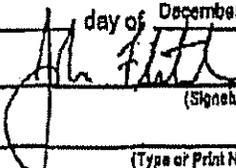
ARTICLE IV

- The name of the resident agent at the registered office is: The Corporation Company
- The street address of the location of the registered office is:
30600 Telegraph Road, Suite 2345 Bingham Farms , Michigan 48025
(Street Address) (City) (Zip Code)
- The mailing address of the registered office if different than above:
_____, Michigan _____
(P.O. Box or Street Address) (City) (Zip Code)

ARTICLE V (insert any desired additional provision authorized by the Act; attach additional pages if needed.)

- The business of the limited liability company is to be managed by or under the authority of managers.
- These articles of organization shall become effective on January 1, 2015, at 12:04 a.m., CT.

Signed this 17th day of December, 2014

By 
(Signature(s) of Organizer(s))

John P. Fletcher
(Type or Print Name(s) of Organizer(s))



OFFICE OF THE SECRETARY OF STATE

JUNE 04, 2015

JESSE WHITE • Secretary of State

0522301-6

C T CORPORATION SYSTEM
208 SO LASALLE ST, SUITE 814
CHICAGO, IL 60604-1101

RE PAETEC COMMUNICATIONS, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE APPROVED APPLICATION FOR ADMISSION.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS MONTH OF QUALIFICATION NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR REVOCATION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

05223016

Form **LLC-45.5**

May 2012
Secretary of State
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.com

Illinois
Limited Liability Company Act
**Application for Admission to
Transact Business**

FILE #

This space for use by Secretary of State.

SUBMIT IN DUPLICATE

Type or Print Clearly.

FILED

JUN 04 2015

JESSE WHITE
SECRETARY OF STATE

This space for use by Secretary of State.

Payment must be made by certified check, cashier's check, Illinois attorney's check, C.P.A.'s check or money order payable to Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: *JW*

1. Limited Liability Company Name: PaeTec Communications, LLC

2. Assumed Name: _____
(This item is only applicable if the company name in Item 1 is not available for use in Illinois, in which case form LLC 1.20 must be completed and submitted with this application.)

3. Jurisdiction of Organization: Delaware

4. Date of Organization: 05/28/1998

5. Period of Duration: Perpetual
(Enter Perpetual unless there is a Date of Dissolution provided in the agreement, in which case enter that date.)

6. Address of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)
401 Rodney Parham Road
Number Street Suite #
Little Rock, AR 72212
City State ZIP Code

7. Registered Agent: C T Corporation System
First Name Middle Name Last Name
Registered Office: 208 South LaSalle Street, Suite 814
Number Street Suite #
(P.O. Box alone or c/o is unacceptable.)
Chicago IL 60604
City Zip Code

Note: The registered agent must reside in Illinois. If the agent is a business entity, it must be authorized to act as agent in this state.

8. If applicable, Date on which Company first conducted business in Illinois: upon qualification

(continued on back)

LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: _____

To engage in any and all lawful purposes for which limited liability companies may be organized under the Delaware Limited Liability Company Act and as permitted under the Illinois Limited Liability Company Act

10. The Limited Liability Company: (check one)

a. is managed by the manager(s) (List names and addresses.)

Anthony W. Thomas, 4001 Rodney Parham Road, Little Rock, AR 72212

John P. Fletcher, 4001 Rodney Parham Road, Little Rock, AR 72212

b. has management vested in the member(s) (List names and addresses.)

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

12. This application is accompanied by a Certificate of Good Standing or Existence, duly authenticated within the last 60 days, by the officer of the state or country wherein the LLC is formed.

13. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated: May 1, 2015
Month, Day, Year

John P. Fletcher
Signature

John P. Fletcher, Manager
Name and Title (type or print)

If applicant is signing for a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC.

Delaware

PAGE 1

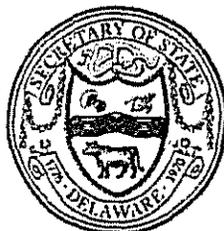
The First State

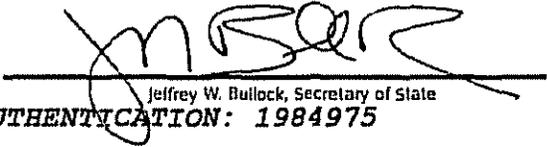
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "PAETEC COMMUNICATIONS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PAETEC COMMUNICATIONS, INC." TO "PAETEC COMMUNICATIONS, LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2014, AT 12:28 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2015, AT 1:03 O'CLOCK A.M.

2901942 8100V

141563586




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1984975

DATE: 12-23-14

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

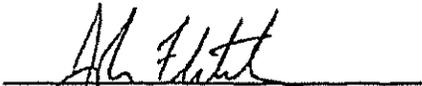
STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

December 17, 2014

- First. The jurisdiction where the Corporation first formed is Delaware.
- Second. The jurisdiction immediately prior to filing this Certificate is Delaware.
- Third. The date the Corporation first formed is May 28, 1998.
- Fourth. The name of the Corporation immediately prior to filing this Certificate is PaeTec Communications, Inc.
- Fifth. The name of the Limited Liability Company as set forth in the Certificate of Formation is PaeTec Communications, LLC.
- Sixth. The conversion is to become effective on January 1, 2015, at 1:03 a.m., Eastern Time.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date first written above.

By: 
Name: John P. Fletcher
Title: Executive Vice President,
Secretary & General Counsel

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "PAETEC COMMUNICATIONS, LLC" FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2014, AT 12:28 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF JANUARY, A.D. 2015, AT 1:03 O'CLOCK A.M.

2901942 8100V

141563586

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1984975

DATE: 12-23-14

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF
PAETEC COMMUNICATIONS, LLC

December 17, 2014

This Certificate of Formation of PaeTec Communications, LLC is duly executed and filed pursuant to Section 18-201 of the Delaware Limited Liability Company Act.

First. The name of the limited liability company is PaeTec Communications, LLC.

Second. The address of its registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, Zip Code 19801. The name of its registered agent at such address is The Corporation Trust Company.

Third. The formation will become effective on January 1, 2015, A.D., at 1:03 a.m., Eastern Time.

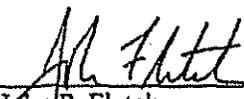
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the date first written above.

By:

Name:

Title:



John P. Fletcher
Executive Vice President, Secretary
& General Counsel



OFFICE OF THE SECRETARY OF STATE

MAY 18, 2015

JESSE WHITE • Secretary of State

0520986-2

C T CORPORATION SYSTEM
208 SO LASALLE ST, SUITE 814
CHICAGO, IL 60604-1101

RE TALK AMERICA, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE APPROVED APPLICATION FOR ADMISSION.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS MONTH OF QUALIFICATION NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR REVOCATION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

05209862

Form **LLC-45.5**
May 2012Secretary of State
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.comPayment must be made by certified
check, cashier's check, Illinois attorney's
check, C.P.A.'s check or money order
payable to Secretary of State.Illinois
Limited Liability Company Act
Application for Admission to
Transact Business**SUBMIT IN DUPLICATE**

Type or Print Clearly.

This space for use by Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: *[Signature]*

FILE #

This space for use by Secretary of State.

FILED

MAY 18 2015

JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company Name: Talk America, LLC
2. Assumed Name: _____
(This item is only applicable if the company name in Item 1 is not available for use in Illinois, in which case form LLC 1.20 must be completed and submitted with this application.)
3. Jurisdiction of Organization: Delaware
4. Date of Organization: 12/12/2014
5. Period of Duration: Perpetual
(Enter Perpetual unless there is a Date of Dissolution provided in the agreement, in which case enter that date.)
6. Address of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)
- | | | |
|--------------------------------|--------|----------|
| <u>4001 Rodney Parham Road</u> | | |
| Number | Street | Suite # |
| <u>Little Rock, AR 72212</u> | | |
| City | State | ZIP Code |
7. Registered Agent: C T Corporation System
- | | | | |
|---|----------------|------------------------------|------------------|
| | First Name | Middle Name | Last Name |
| Registered Office: | <u>208</u> | <u>South LaSalle Street,</u> | <u>Suite 814</u> |
| (P.O. Box alone or c/o
is unacceptable.) | Number | Street | Suite # |
| | <u>Chicago</u> | <u>IL</u> | <u>60604</u> |
| | City | Zip Code | |
- Note: The registered agent must reside in Illinois. If the agent is a business entity, it must be authorized to act as agent in this state.
8. If applicable, Date on which Company first conducted business in Illinois: upon qualification

(continued on back)

Printed by authority of the State of Illinois. July 2014 -- 1 -- LLC 17.17

LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: _____
To engage in any and all lawful purposes for which limited liability companies may be organized under the Delaware Limited Liability Company Act and as permitted under the Illinois Limited Liability Company Act.

10. The Limited Liability Company: (check one)

a. is managed by the manager(s) (List names and addresses.)

Anthony W. Thomas, 4001 Rodney Parham Road, Little Rock, AR 72212

John P. Fletcher, 4001 Rodney Parham Road, Little Rock, AR 72212

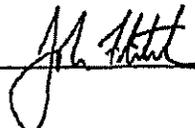
b. has management vested in the member(s) (List names and addresses.)

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

12. This application is accompanied by a Certificate of Good Standing or Existence, duly authenticated within the last 60 days, by the officer of the state or country wherein the LLC is formed.

13. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated: May 11, 2015
Month, Day, Year


Signature

John P. Fletcher, Manager
Name and Title (type or print)

If applicant is signing for a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC.

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 CERTIFICATE OF MERGER, WHICH MERGES:

"TALK AMERICA, INC.", A PENNSYLVANIA CORPORATION,
WITH AND INTO "WINDSTREAM TALK AMERICA, INC." UNDER THE NAME OF "WINDSTREAM TALK AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JANUARY, A.D. 2015, AT 9:36 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF JANUARY, A.D. 2015, AT 12:01 O'CLOCK A.M.

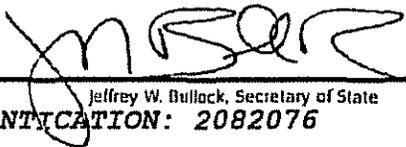
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5656779 8100M

150120413



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2082076

DATE: 01-30-15

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION

January 29, 2015

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Windstream Talk America, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Talk America Inc., a Pennsylvania corporation.

SECOND: The Agreement and Plan of Merger, dated as of January 29, 2015, by and among Windstream Talk America, Inc., a Delaware corporation and Talk America Inc., a Pennsylvania corporation, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation prior to the merger is Windstream Talk America, Inc., and pursuant to the merger, the name of the surviving corporation shall be Windstream Talk America, Inc.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of the non-Delaware corporation is 5,000 shares, no par value.

SIXTH: The merger is to become effective January 31, 2015, at 12:01 a.m., Eastern Time.

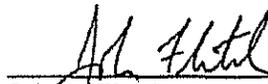
SEVENTH: The Agreement and Plan of Merger is on file at 4001 Rodney Parham Road, Little Rock, Arkansas 72212, an office of the surviving corporation

EIGHTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer as of the date first written above.

WINDSTREAM TALK AMERICA, INC.

By: 
Name: John P. Fletcher
Title: Executive Vice President, Secretary
& General Counsel

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "WINDSTREAM TALK AMERICA, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "WINDSTREAM TALK AMERICA, INC." TO "TALK AMERICA, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JANUARY, A.D. 2015, AT 11:14 O'CLOCK A.M.

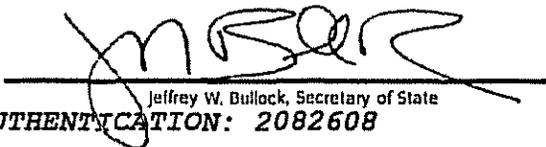
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF JANUARY, A.D. 2015, AT 12:02 O'CLOCK A.M.

5656779 8100V

150121213

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2082608

DATE: 01-30-15

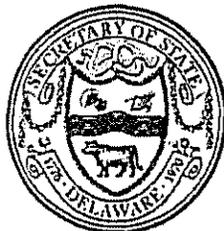
Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "TALK AMERICA, LLC" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JANUARY, A.D. 2015, AT 11:14 O'CLOCK A.M.

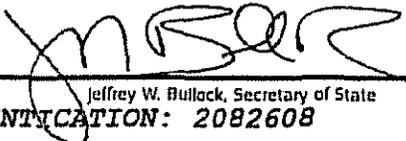
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF JANUARY, A.D. 2015, AT 12:02 O'CLOCK A.M.



5656779 8100V

150121213

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2082608

DATE: 01-30-15

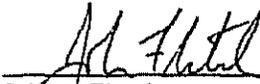
STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

January 29, 2015

- First.** The jurisdiction where the Corporation first formed is Delaware.
- Second.** The jurisdiction immediately prior to filing this Certificate is Delaware.
- Third.** The date the Corporation first formed is December 12, 2014.
- Fourth.** The name of the Corporation immediately prior to filing this Certificate is Windstream Talk America, Inc.
- Fifth.** The name of the Limited Liability Company as set forth in the Certificate of Formation is Talk America, LLC.
- Sixth.** The conversion is to become effective on January 31, 2015, at 12:02 a.m., Eastern Time.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date first written above.

By: 
Name: John F. Fletcher
Title: Executive Vice President,
Secretary & General Counsel

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF
TALK AMERICA, LLC

January 29, 2015

This Certificate of Formation of Talk America, LLC is duly executed and filed pursuant to Section 18-201 of the Delaware Limited Liability Company Act.

First. The name of the limited liability company is Talk America, LLC.

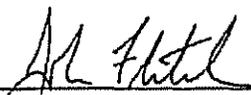
Second. The address of its registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, Zip Code 19801. The name of its registered agent at such address is The Corporation Trust Company.

Third. The formation will become effective on January 31, 2015, at 12:02 a.m., Eastern Time.

[SIGNATURE PAGE FOLLOWS]

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:14 AM 01/30/2015
FILED 11:14 AM 01/30/2015
SRV 150121213 - 5656779 FILE

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the date first written above.

By: 
Name: John P. Fletcher
Title: Executive Vice President, Secretary &
General Counsel



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 04, 2015

0522303-2

C T CORPORATION SYSTEM
208 SO LASALLE ST, SUITE 814
CHICAGO, IL 60604-1101

RE WINDSTREAM COMMUNICATIONS, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE APPROVED APPLICATION FOR ADMISSION.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS MONTH OF QUALIFICATION NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR REVOCATION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

05223032

Form **LLC-45.5**

May 2012

Secretary of State
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.com

Illinois
Limited Liability Company Act
**Application for Admission to
Transact Business**

FILE #

This space for use by Secretary of State.

SUBMIT IN DUPLICATE

Type or Print Clearly.

FILED

JUN 04 2015

JESSE WHITE
SECRETARY OF STATE

This space for use by Secretary of State.

Payment must be made by certified check, cashier's check, Illinois attorney's check, C.P.A.'s check or money order payable to Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: *DW*

1. Limited Liability Company Name: Windstream Communications, LLC

2. Assumed Name: _____
(This item is only applicable if the company name in Item 1 is not available for use in Illinois, in which case form LLC 1.20 must be completed and submitted with this application.)

3. Jurisdiction of Organization: Delaware

4. Date of Organization: 11/02/2005

5. Period of Duration: Perpetual
(Enter Perpetual unless there is a Date of Dissolution provided in the agreement, in which case enter that date.)

6. Address of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)
4001 Rodney Parham Road
Number Street Suite #
Little Rock, AR 72212
City State ZIP Code

7. Registered Agent: C T Corporation System
First Name Middle Name Last Name
Registered Office: 208 South LaSalle Street, Suite 814
Number Street Suite #
(P.O. Box alone or c/o is unacceptable.)
Chicago IL 60604
City Zip Code

Note: The registered agent must reside in Illinois. If the agent is a business entity, it must be authorized to act as agent in this state.

8. If applicable, Date on which Company first conducted business in Illinois: upon qualification

(continued on back)

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: _____
To engage in any and all lawful purposes for which limited liability companies may be organized under the Delaware Limited Liability Company Act and as permitted under the Illinois Limited Liability Company Act

10. The Limited Liability Company: (check one)

a. is managed by the manager(s) (List names and addresses.)

Anthony W. Thomas, 4001 Rodney Parham Road, Little Rock, AR 72212

John P. Fletcher, 4001 Rodney Parham Road, Little Rock, AR 72212

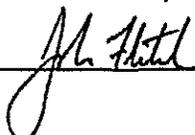
b. has management vested in the member(s) (List names and addresses.)

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

12. This application is accompanied by a Certificate of Good Standing or Existence, duly authenticated within the last 60 days, by the officer of the state or country wherein the LLC is formed.

13. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated: May 1, 2015
Month, Day, Year


Signature

John P. Fletcher, Manager
Name and Title (type or print)

If applicant is signing for a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "WINDSTREAM COMMUNICATIONS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "WINDSTREAM COMMUNICATIONS, INC." TO "WINDSTREAM COMMUNICATIONS, LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2014, AT 12:34 O'CLOCK P.M.

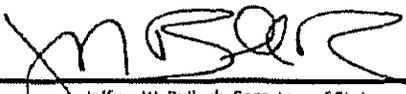
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2015, AT 1:01 O'CLOCK A.M.

4055100 8100V

141563249

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1983865

DATE: 12-22-14

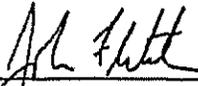
STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

December 17, 2014

- First. The jurisdiction where the Corporation first formed is Delaware.
- Second. The jurisdiction immediately prior to filing this Certificate is Delaware.
- Third. The date the Corporation first formed is November 02, 2005.
- Fourth. The name of the Corporation immediately prior to filing this Certificate is Windstream Communications, Inc.
- Fifth. The name of the Limited Liability Company as set forth in the Certificate of Formation is Windstream Communications, LLC.
- Sixth. The conversion is to become effective on January 1, 2015, at 1:01 a.m., Eastern Time.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the date first written above.

By: 
Name: John P. Fletcher
Title: Executive Vice President,
Secretary & General Counsel

Delaware

PAGE 2

The First State

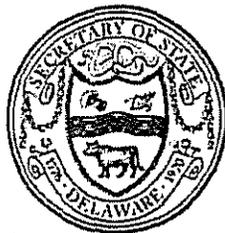
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "WINDSTREAM COMMUNICATIONS, LLC" FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2014, AT 12:34 O'CLOCK P.M.

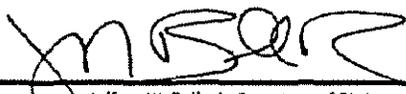
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF JANUARY, A.D. 2015, AT 1:01 O'CLOCK A.M.

4055100 8100V

141563249

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1983865

DATE: 12-22-14

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF
WINDSTREAM COMMUNICATIONS, LLC

December 17, 2014

This Certificate of Formation of Windstream Communications, LLC is duly executed and filed pursuant to Section 18-201 of the Delaware Limited Liability Company Act.

First. The name of the limited liability company is Windstream Communications, LLC.

Second. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, Zip Code 19801. The name of its registered agent at such address is The Corporation Trust Company.

Third. The formation will become effective on January 1, 2015, at 1:01 a.m., Eastern Time.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the date first written above.

By: 
Name: John P. Fletcher
Title: Executive Vice President,
Secretary & General Counsel



OFFICE OF THE SECRETARY OF STATE

JUNE 04, 2015

JESSE WHITE • Secretary of State

0522298-2

C T CORPORATION SYSTEM
208 SO LASALLE ST, SUITE 814
CHICAGO, IL 60604-1101

RE WINDSTREAM KDL, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE APPROVED APPLICATION FOR ADMISSION.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS MONTH OF QUALIFICATION NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR REVOCATION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

Form **LLC-45.5**

May 2012

Secretary of State
 Department of Business Services
 Limited Liability Division
 501 S. Second St., Rm. 351
 Springfield, IL 62756
 217-524-8008
 www.cyberdriveillinois.com

Payment must be made by certified check, cashier's check, Illinois attorney's check, C.P.A.'s check or money order payable to Secretary of State.

Illinois
 Limited Liability Company Act
**Application for Admission to
 Transact Business**

SUBMIT IN DUPLICATE

Type or Print Clearly.

This space for use by Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: *JW*

FILE #

This space for use by Secretary of State.

FILED

JUN 04 2015

JESSE WHITE
 SECRETARY OF STATE

- Limited Liability Company Name: Windstream KDL, LLC
- Assumed Name: _____
 (This item is only applicable if the company name in Item 1 is not available for use in Illinois, in which case form LLC 1.20 must be completed and submitted with this application.)
- Jurisdiction of Organization: Kentucky
- Date of Organization: 04/13/1990
- Period of Duration: Perpetual
 (Enter Perpetual unless there is a Date of Dissolution provided in the agreement, in which case enter that date.)
- Address of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)
4001 Rodney Parham Road
 Number Street Suite #
Little Rock, AR 72212
 City State ZIP Code
- Registered Agent: C T Corporation System

First Name	Middle Name	Last Name

Registered Office:	Number	Street	Suite #
(P.O. Box alone or c/o is unacceptable.)	<u>208</u>	<u>South LaSalle Street,</u>	<u>Suite 814</u>
	<u>Chicago</u>	<u>IL</u>	<u>60604</u>
	City	State	Zip Code
- If applicable, Date on which Company first conducted business in Illinois: upon qualification

(continued on back)

LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: _____
To engage in any and all lawful purposes for which limited liability companies may be organized under the Kentucky Limited Liability Company Act and as permitted under the Illinois Limited Liability Company Act.

10. The Limited Liability Company: (check one)

a. is managed by the manager(s) (List names and addresses.)

Anthony W. Thomas, 4001 Rodney Parham Road, Little Rock, AR 72212

John P. Fletcher, 4001 Rodney Parham Road, Little Rock, AR 72212

b. has management vested in the member(s) (List names and addresses.)

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

12. This application is accompanied by a Certificate of Good Standing or Existence, duly authenticated within the last 60 days, by the officer of the state or country wherein the LLC is formed.

13. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated: May 1, 2015
Month, Day, Year

John P. Fletcher
Signature

John P. Fletcher, Manager
Name and Title (type or print)

If applicant is signing for a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC.

0271651.06

dcornish
ADD

Alison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
12/23/2014 2:48 PM
Fee Receipt: \$40.00

**ARTICLES OF
ORGANIZATION
OF
WINDSTREAM KDL, LLC**

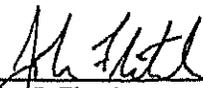
Pursuant to KRS 14A and KRS 275, the undersigned applies to qualify and for that purpose submits the following statements:

- ARTICLE I:** The name of the limited liability company is Windstream KDL, LLC.
- ARTICLE II:** The street address of the limited liability company's initial registered office in Kentucky is 306 West Main Street, Suite 512, Frankfort, Kentucky 40601, and the name of the initial registered agent at that office is CT Corporation System.
- ARTICLE III:** The mailing address of the limited liability company's initial principal office is 4001 Rodney Parham Road, Little Rock, Arkansas 72212.
- ARTICLE IV:** The limited liability company is to be managed by managers.
- ARTICLE V:** The previous name of this limited liability company was Windstream KDL, Inc., a Kentucky corporation (the "Corporation"). The Corporation was converted into the limited liability company pursuant to Chapter 275 of the Kentucky Limited Liability Company Act. Upon conversion the Corporation had 1,000 shares of common stock outstanding, all of which were entitled to vote, as a single voting group, on the plan of conversion, and all of which were voted in favor of the plan of conversion. The number of votes cast in favor of the plan of conversion was sufficient for approval.
- ARTICLE VI:** This application shall become effective on the 1st day of January, 2015, at 1:01 a.m., Eastern Time.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the Corporation has caused these articles of organization to be signed by a duly authorized officer thereof as of the date first written above.

WINDSTREAM KDL, INC.

By: 
Name: John P. Fletcher
Title: Executive Vice President, Secretary &
General Counsel

THE UNDERSIGNED, as the registered agent identified in Article II of the Articles of Organization of Windstream KDL, LLC (the "Company"), hereby consents to serve the Company in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Limited Liability Company Act.

CT CORPORATION SYSTEM

By: _____

Name: _____

Title: _____



OFFICE OF THE SECRETARY OF STATE

JUNE 04, 2015

JESSE WHITE • Secretary of State

0522296-6

C T CORPORATION SYSTEM
208 SO LASALLE ST, SUITE 814
CHICAGO, IL 60604-1101

RE WINDSTREAM NORLIGHT, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE APPROVED APPLICATION FOR ADMISSION.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS MONTH OF QUALIFICATION NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR REVOCATION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

05222966

Form **LLC-45.5**

May 2012

Secretary of State
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.com

Illinois
Limited Liability Company Act
**Application for Admission to
Transact Business**

SUBMIT IN DUPLICATE

Type or Print Clearly.

This space for use by Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: *DW*

FILE #

This space for use by Secretary of State.

FILED

JUN 04 2015

JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company Name: Windstream Norlight, LLC

2. Assumed Name: _____
(This item is only applicable if the company name in item 1 is not available for use in Illinois, in which case form LLC 1.20 must be completed and submitted with this application.)

3. Jurisdiction of Organization: Kentucky

4. Date of Organization: 12/21/1977

5. Period of Duration: Perpetual
(Enter Perpetual unless there is a Date of Dissolution provided in the agreement, in which case enter that date.)

6. Address of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)
4001 Rodney Parham Road
Number Street Suite #
Little Rock, AR 72212
City State ZIP Code

7. Registered Agent: C T Corporation System
First Name Middle Name Last Name
Registered Office: 208 South LaSalle Street, Suite 814
Number Street Suite #
(P.O. Box alone or c/o is unacceptable.)
Chicago IL 60604
City Zip Code

Note: The registered agent must reside in Illinois. If the agent is a business entity, it must be authorized to act as agent in this state.

8. If applicable, Date on which Company first conducted business in Illinois: upon qualification

(continued on back)

LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: _____
To engage in any and all lawful purposes for which limited liability companies may be organized under the Kentucky Limited
Liability Company Act and as permitted under the Illinois Limited Liability Company Act

10. The Limited Liability Company: (check one)

a. is managed by the manager(s) (List names and addresses.)

Anthony W. Thomas, 4001 Rodney Parham Road, Little Rock, AR 72212

John P. Fletcher, 4001 Rodney Parham Road, Little Rock, AR 72212

b. has management vested in the member(s) (List names and addresses.)

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

12. This application is accompanied by a Certificate of Good Standing or Existence, duly authenticated within the last 60 days, by the officer of the state or country wherein the LLC is formed.

13. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated: May 1, 2015
Month, Day, Year


Signature

John P. Fletcher, Manager
Name and Title (type or print)

If applicant is signing for a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC.

0085590.06 dcornish
ADD
Allison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
12/23/2014 2:46 PM
Fee Receipt: \$40.00

**ARTICLES OF
ORGANIZATION
OF
WINDSTREAM NORLIGHT, LLC**

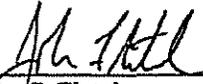
Pursuant to KRS 14A and KRS 275, the undersigned applies to qualify and for that purpose submits the following statements:

- ARTICLE I:** The name of the limited liability company is Windstream Norlight, LLC.
- ARTICLE II:** The street address of the limited liability company's initial registered office in Kentucky is 306 West Main Street, Suite 512, Frankfort, Kentucky 40601, and the name of the initial registered agent at that office is CT Corporation System.
- ARTICLE III:** The mailing address of the limited liability company's initial principal office is 4001 Rodney Parham Road, Little Rock, Arkansas 72212.
- ARTICLE IV:** The limited liability company is to be managed by managers.
- ARTICLE V:** The previous name of this limited liability company was Windstream Norlight, Inc., a Kentucky corporation (the "Corporation"). The Corporation was converted into the limited liability company pursuant to Chapter 275 of the Kentucky Limited Liability Company Act. Upon conversion the Corporation had 1,000 shares of common stock outstanding, all of which were entitled to vote, as a single voting group, on the plan of conversion, and all of which were voted in favor of the plan of conversion. The number of votes cast in favor of the plan of conversion was sufficient for approval.
- ARTICLE VI:** This application shall become effective on the 1st day of January, 2015, at 1:01 a.m., Eastern Time.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the Corporation has caused these articles of organization to be signed by a duly authorized officer thereof as of the date first written above.

WINDSTREAM NORLIGHT, INC.

By: 
Name: John P. Fletcher
Title: Executive Vice President, Secretary &
General Counsel

THE UNDERSIGNED, as the registered agent identified in Article II of the Articles of Organization of Windstream Norlight, LLC (the "Company"), hereby consents to serve the Company in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Limited Liability Company Act.

CT CORPORATION SYSTEM

By: _____

Name: _____

Title: _____

**Kentucky Secretary of State
TREY GRAYSON**

Division of Corporations
BUSINESS FILINGS

P.O. Box 718
Frankfort, KY 40602
(502) 564-2848
<http://www.sos.ky.gov/>

Statement of Consent of
Registered Agent

CRA

Pursuant to the provisions of KRS Chapter 271B, 273, 275, 362 or 386, the undersigned hereby consents to act as registered agent on behalf of the business entity named below and for that purpose submits the following statements:

The business entity is a corporation (KRS 271B or KRS 273)
 a limited liability company (KRS 275)
 a limited partnership (KRS 362)
 a limited liability partnership (KRS 362)
 a business trust (KRS 386)

The name of the business entity is

Windstream Norlight, LLC

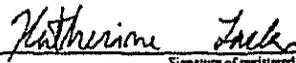
The state or country of incorporation, organization or formation is Kentucky

The name of the initial registered agent is

C T Corporation System

The street address of the registered office address in Kentucky is

306 W. Main Street, Suite 512 Frankfort KY 40601
Street City State Zip Code



Signature of registered agent

Katherine Lackey, Asst. Secy.

Type or Print Name & Title, if applicable

Date: December 23rd, 2014



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 04, 2015

0522293-1

C T CORPORATION SYSTEM
208 SO LASALLE ST, SUITE 814
CHICAGO, IL 60604-1101

RE WINDSTREAM NTI, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE APPROVED APPLICATION FOR ADMISSION.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS MONTH OF QUALIFICATION NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR REVOCATION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

05222931

Form **LLC-45.5**

May 2012

Secretary of State
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.com

Illinois
Limited Liability Company Act
**Application for Admission to
Transact Business**

FILE #

This space for use by Secretary of State.

SUBMIT IN DUPLICATE
Type or Print Clearly.

FILED

JUN 04 2015

JESSE WHITE
SECRETARY OF STATE

This space for use by Secretary of State.

Payment must be made by certified check, cashier's check, Illinois attorney's check, C.P.A.'s check or money order payable to Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: *JW*

1. Limited Liability Company Name: Windstream NTI, LLC

2. Assumed Name: _____
(This item is only applicable if the company name in item 1 is not available for use in Illinois, in which case form LLC 1.20 must be completed and submitted with this application.)

3. Jurisdiction of Organization: Wisconsin

4. Date of Organization: 10/08/1991

5. Period of Duration: Perpetual
(Enter Perpetual unless there is a Date of Dissolution provided in the agreement, in which case enter that date.)

6. Address of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)
4001 Rodney Parham Road
Number Street Suite #
Little Rock, AR 72212
City State ZIP Code

7. Registered Agent: C T Corporation System
First Name Middle Name Last Name
Registered Office: 208 South LaSalle Street, Suite 814
Number Street Suite #
(P.O. Box alone or c/o is unacceptable.)
Chicago IL 60604
City Zip Code

Note: The registered agent must reside in Illinois. If the agent is a business entity, it must be authorized to act as agent in this state.

8. If applicable, Date on which Company first conducted business in Illinois: upon qualification

(continued on back)

11.061 - 02/02/2013 Walters Kluwer Online

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: _____
To engage in any and all lawful purposes for which limited liability companies may be organized under the Wisconsin Limited Liability Company Act and as permitted under the Illinois Limited Liability Company Act.

10. The Limited Liability Company: (check one)

a. is managed by the manager(s) (List names and addresses.)

Anthony W. Thomas, 4001 Rodney Parham Road, Little Rock, AR 72212

John P. Fletcher, 4001 Rodney Parham Road, Little Rock, AR 72212

b. has management vested in the member(s) (List names and addresses.)

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

12. This application is accompanied by a Certificate of Good Standing or Existence, duly authenticated within the last 60 days, by the officer of the state or country wherein the LLC is formed.

13. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated: May 1, 2015
Month, Day, Year

John P. Fletcher
Signature

John P. Fletcher, Manager
Name and Title (type or print)

If applicant is signing for a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC.



For Office



**State of Wisconsin
Department of Financial Institutions**

Endorsement

CERTIFICATE OF CONVERSION - Ch. 180

WINDSTREAM NTI, INC.

Received Date: 12/18/2014

Filed Date: 12/19/2014

Filing Fee: \$150.00

Expedited Fee: \$25.00

Total Fee: \$175.00

Entity ID#: J017546

Converts a domestic WI Corp (Chap 180) into a WI domestic LLC (Chap 183)

Name Change

Effective Date: January 1, 2015

FSOI: YES

DO NOT STAPLE

Sec. 179.76(3) & (5),
180.1161(3) & (5),
181.1161(3) & (5) and
183.1207(3) & (5),
Wis. Stats.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



CERTIFICATE OF CONVERSION

1. Before conversion:

Company Name: Windstream NTI, Inc.

STATE OF WISCONSIN
FILED

DEC 19 2014

DEPARTMENT OF
FINANCIAL INSTITUTIONS

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of Wisconsin (state or country *)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

2. Does the converting entity have a fee simple ownership interest in any Wisconsin real estate?

Yes No

IMPORTANT – If you answer yes, the entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the conversion.

NOTE: Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://ww2.revenue.wi.gov/internet/merger.html>

* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

3. After conversion:

Company Name: Windstream NTI, LLC



DA2DJ

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of Wisconsin (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

FILING FEE - \$150.00 Use of this form is mandatory.
DFI/CORP/1000(R09/14)

4. A Plan of Conversion containing all the following parts is attached as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is optional.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. If converting the entity to another state or country, the governing document is not required. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

5. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION:**

Registered Agent (Agent for Service of Process): CT Corporation System	Registered Office: 8020 Excelsior Drive, Suite 200 Madison, WI 53717
Additional Entry for a Limited Partnership only →	Record Office:

7. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION:**

Registered Agent (Agent for Service of Process): CT Corporation System	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 8020 Excelsior Drive, Suite 200 Madison, WI 53717
Additional Entry for a Limited Partnership only →	Record Office:

B. Executed on 12/17/14 (date) by the business entity **PRIOR TO ITS CONVERSION.**

Mark (X) below the title of the person executing the document.

For a limited partnership

Title: General Partner

For a limited liability company

Title: Member OR Manager

 (Signature)	STATE OF WISCONSIN FILED
John P. Fletcher (Printed Name)	DEC 19 2014
	DEPARTMENT OF FINANCIAL INSTITUTIONS

For a corporation

Title: President OR Secretary
or other officer title

Executive Vice President, Secretary & General Counsel

INSTRUCTIONS (Ref. Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Submit one original along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats.

Mailing Address:

Department of Financial Institutions
Division of Corporate & Consumer
Services
P O Box 7846
Madison WI 53707-7846

Physical Address for Express Mail:

Department of Financial Institutions
Division of Corporate & Consumer Services
201 W. Washington Ave - Suite 300
Madison WI 53703

Phone: 608-261-7577
FAX: 608-267-6813
TTY: TTY

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity prior to conversion. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

3. Enter the company name, type of business entity, and state of organization of business entity after conversion.

DFI/CORP/1000(R09/14)

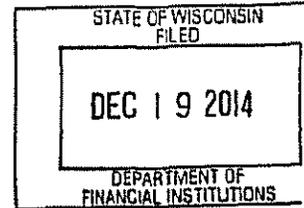
Exhibit A to Certificate of Conversion

Plan of Conversion

(see attached)

PLAN OF CONVERSION

December 17, 2014



This plan of conversion is made and entered into by and among Windstream NTI, Inc., a Wisconsin corporation (the "Company"), and Windstream Corporation, a Delaware corporation, as the sole shareholder of the Company (the "Shareholder").

1. Conversion. Subject to the terms and conditions of this plan of conversion, at the Effective Time (as defined in Section 2 below), the Company shall be converted into a limited liability company organized pursuant to the laws of the State of Wisconsin (the "LLC"), and the separate existence of the Company shall cease. Upon such conversion, the name of the LLC shall be Windstream NTI, LLC, a Wisconsin limited liability company.

2. Effective Time. The effective date and time of the conversion shall be the 1st day of January, 2015, at 12:01 a.m., Central Time (the "Effective Time").

3. Conversion of Shares. The Shareholder is the sole shareholder of the Company. All of the issued and outstanding capital stock of the Company will be converted into a 100% membership interest in the LLC.

4. Approval. The board of directors of the Company and the Shareholder have unanimously approved this plan of conversion and the conversion of the Company from a corporation to a limited liability company.

5. Managers. The directors of the Company holding office immediately prior to the Effective Time shall, without the requirement of any other action by any person, serve as the managers of the LLC until their successors are duly appointed or their prior resignation, removal or death.

6. Officers. The officers of the Company holding office immediately prior to the Effective Time shall, without the requirement of any other action by the members or managers of the LLC, serve as the officers of the LLC until their successors are duly appointed or their prior resignation, removal or death.

7. Governing Documents. The bylaws of the Company shall have no further force or control after the Effective Time, and shall immediately be replaced without the necessity of any further action by an operating agreement executed by the Shareholder, as sole member of the LLC.

8. Continuation of Business. At the Effective Time, the conversion shall have the effect provided for herein and in Section 180.1161 of the Wisconsin Statutes. Without limiting the generality of the foregoing, from and after the Effective Time, the business of the Company shall continue to be carried on by the LLC and all the rights and property of the Company shall be vested in the LLC and all debts, liabilities, and obligations of the Company shall continue as debts, liabilities, and obligations of the LLC in the order and priority such debts, liabilities and

obligations are established with the Company immediately prior to the conversion. The Company shall not be required to wind up its affairs, pay its liabilities and distribute its assets. The conversion shall not constitute a dissolution of the Company but shall constitute a continuation of the existence of the Company in the form of a limited liability company.

9. Further Actions. The officers of the Company shall take, and shall authorize its counsel to take, all such further actions as may be required to complete the conversion, including all necessary filings with offices of the Division of Corporate & Consumer Services of the Department of Financial Institutions of the State of Wisconsin, including a certificate of conversion that complies with Section 180.1161(5) of the Wisconsin Statutes and articles of organization substantially in the form attached hereto and labeled as "Exhibit B to Certificate of Conversion," and the execution of all documents necessary to transfer or evidence the transfer of the legal rights of the Company to the LLC (including all required filings and notices with state and local authorities).

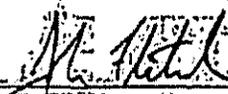
10. Treatment. The Company and the Shareholder agree that, for U.S. federal income tax purposes: (i) the conversion is intended to accomplish the complete liquidation and dissolution of the Company in accordance with Section 332 of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations thereunder and (ii) this plan of conversion is intended to constitute a plan of liquidation within the meaning of Section 332(b) of the Code.

11. Termination. This plan of conversion may be terminated and abandoned at any time prior to the Effective Time by resolution of the board of directors of the Company if it determines for any reason whatsoever that the conversion contemplated herein is inadvisable.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this plan of conversion to be executed as of the date first written above.

WINDSTREAM NTI, INC.

By: 
Name: John P. Fletcher
Title: Executive Vice President, Secretary &
General Counsel

WINDSTREAM CORPORATION

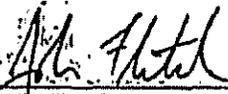
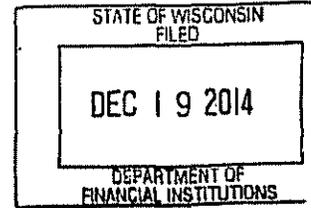
By: 
Name: John P. Fletcher
Title: Executive Vice President, Secretary &
General Counsel

Exhibit B to Certificate of Conversion

Articles of Organization

(see attached)

**STATE OF WISCONSIN
ARTICLES OF ORGANIZATION
OF
WINDSTREAM NTI, LLC**



December 17, 2014

Executed by the undersigned for the purpose of forming a Wisconsin limited liability company under Chapter 183 of the Wisconsin Statutes:

- Article 1. The name of the limited liability company is Windstream NTI, LLC.
- Article 2. The limited liability company is organized under Chapter 183 of the Wisconsin Statutes.
- Article 3. The name of the initial registered agent is CT Corporation System.
- Article 4. The street address of the initial registered office is 8020 Excelsior Drive, Suite 200, Madison, Wisconsin 53717.
- Article 5. Management of the limited liability company shall be vested in a manager or managers.
- Article 6. The name of the sole organizer is John P. Fletcher. The complete address of the sole organizer is 4001 Rodney Parham Road, Little Rock, Arkansas 72212.
- Article 7. This document has a delayed effective date and time of January 1, 2015, at 12:01 a.m., Central Time.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has duly executed these articles of organization as of the date first written above.

By: 

Name: John H. Fletcher

Title: Organizer/Executive Vice President,
Secretary & General Counsel

***This document was not executed in Wisconsin.

Fee simple ownership interest Yes No (for DFI use only)
CERTIFICATE OF CONVERSION

CT Pick-up Basket

▲ Enter your return address within the bracket above.

Phone number during the day: (501) 975 - 3000

INSTRUCTIONS (Cont'd)

4. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is optional.

5. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.

6. Provide the name of the business entity's registered agent and the address of its registered office prior to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.

7. Provide the name of the business entity's registered agent and the address of its registered office after conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.

8. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.



OFFICE OF THE SECRETARY OF STATE

JUNE 04, 2015

JESSE WHITE • Secretary of State

0522291-5

C T CORPORATION SYSTEM
208 SO LASALLE ST, SUITE 814
CHICAGO, IL 60604-1101

RE WINDSTREAM NUVOX ILLINOIS, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE APPROVED APPLICATION FOR ADMISSION.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS MONTH OF QUALIFICATION NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR REVOCATION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

05222915

Form **LLC-45.5**
May 2012

Secretary of State
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.com

Illinois
Limited Liability Company Act
Application for Admission to
Transact Business

FILE #

This space for use by Secretary of State.

SUBMIT IN DUPLICATE

Type or Print Clearly.

FILED

JUN 04 2015

JESSE WHITE
SECRETARY OF STATE

This space for use by Secretary of State.

Payment must be made by certified check, cashier's check, Illinois attorney's check, C.P.A.'s check or money order payable to Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: *JW*

1. Limited Liability Company Name: Windstream NuVox Illinois, LLC

2. Assumed Name: _____
(This item is only applicable if the company name in item 1 is not available for use in Illinois, in which case form LLC 1.20 must be completed and submitted with this application.)

3. Jurisdiction of Organization: Delaware

4. Date of Organization: 09/03/1999

5. Period of Duration: Perpetual
(Enter Perpetual unless there is a Date of Dissolution provided in the agreement, in which case enter that date.)

6. Address of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)
4001 Rodney Parham Road
Number Street Suite #
Little Rock, AR 72212
City State ZIP Code

7. Registered Agent: C T Corporation System
First Name Middle Name Last Name
Registered Office: 208 South LaSalle Street, Suite 814
Number Street Suite #
(P.O. Box alone or c/o is unacceptable.)
Chicago IL 60604
City Zip Code

Note: The registered agent must reside in Illinois. If the agent is a business entity, it must be authorized to act as agent in this state.

8. If applicable, Date on which Company first conducted business in Illinois: upon qualification

(continued on back)

LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: _____

To engage in any and all lawful purposes for which limited liability companies may be organized under the Delaware Limited Liability Company Act and as permitted under the Illinois Limited Liability Company Act.

10. The Limited Liability Company: (check one)

a. is managed by the manager(s) (List names and addresses.)

Anthony W. Thomas, 4001 Rodney Parham Road, Little Rock, AR 72212

John P. Fletcher, 4001 Rodney Parham Road, Little Rock, AR 72212

b. has management vested in the member(s) (List names and addresses.)

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

12. This application is accompanied by a Certificate of Good Standing or Existence, duly authenticated within the last 60 days, by the officer of the state or country wherein the LLC is formed.

13. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated: May 1, 2015
Month, Day, Year

John P. Fletcher
Signature

John P. Fletcher, Manager
Name and Title (type or print)

If applicant is signing for a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC.

6067-175-3

Delaware

COPY

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "WINDSTREAM NUVOX ILLINOIS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "WINDSTREAM NUVOX ILLINOIS, INC." TO "WINDSTREAM NUVOX ILLINOIS, LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2014, AT 1:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2015, AT 1:01 O'CLOCK A.M.

13.45
+ 25.00
MK

FILED
MAY 22 2015
JESSE WHITE
SECRETARY OF STATE



3092548 8100V

150484542

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

Jeffrey W. Bullock

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2273690

DATE: 04-08-15

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:59 PM 12/19/2014
FILED 01:59 PM 12/19/2014
SRV 141564686 - 3092548 FILE

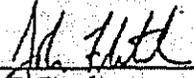
STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

December 17, 2014

- First. The jurisdiction where the Corporation first formed is Delaware.
- Second. The jurisdiction immediately prior to filing this Certificate is Delaware.
- Third. The date the Corporation first formed is September 3, 1999.
- Fourth. The name of the Corporation immediately prior to filing this Certificate is Windstream NuVox Illinois, Inc.
- Fifth. The name of the Limited Liability Company as set forth in the Certificate of Formation is Windstream NuVox Illinois, LLC.
- Sixth. The conversion is to become effective on January 1, 2015, at 1:01 a.m., Eastern Time.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date first written above.

By: 

Name: John P. Fletcher

Title: Executive Vice President,
Secretary & General Counsel