

Exhibit C

Articles of Organization
and

Applicatoin for Certificate of Authority to Transact Business in Illinois

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
Albany, NY 12231

(This form must be printed or typed in black ink)

ARTICLES OF ORGANIZATION
OF

CON EDISON COMMUNICATIONS, LLC

(insert company name)

Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company is: _____
Con Edison Communications, LLC

SECOND: The county within this state in which the office of the limited liability company is to be located is: New York County

THIRD: (optional) The latest date on which the limited liability company is to dissolve is:

(month/day/year)

FOURTH: The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is:

Con Edison Communications, LLC

132 West 31st Street, 13th Floor

New York, NY 10001

FIFTH: (optional) The name and street address within this state of the registered agent of the limited liability company upon whom and at which process against the limited liability company may be served is:

SIXTH: (optional) The future effective date of the Articles of Organization, which does not exceed 60 days from the date of filing, is:

(month/day/year)

SEVENTH: (optional) If all or specified members are to be liable in their capacity as members for all or specified debts, obligations or liabilities of the limited liability company as authorized by Section 609 of the Limited Liability Company Law, an affirmative statement must be made. A statement of such effect is made as follows:

 12/21/01
(signature of organizer)

David W. Robinson
(print or type name of organizer)

ARTICLES OF ORGANIZATION
OF
CON EDISON COMMUNICATIONS, LLC
Under Section 203 of the Limited Liability Company Law

Filed by:

(Name)

(Mailing address)

(City, State and ZIP code)

NOTE: • This form was prepared by the New York State Department of State for articles of organization. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$200 filing fee made payable to the Department of State.

• This form may not be accompanied by any riders or attachments except a certificate evidencing reservation of name.

**Illinois
Limited Liability Company Act**

This space for use by
Secretary of State

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 359, Howlett Building
Springfield, IL 62756
http://www.sos.state.il.us

Application for Admission to Transact Business

Submit in Duplicate
Must be typewritten

This space for use by Secretary of State

Date _____
Assigned File # _____
Filing Fee \$400
Penalty \$ _____
Approved: \$ _____

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

1. Limited Liability Company name: Con Edison Communications, LLC
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)
2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: _____
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)
3. Federal Employer Identification Number (F.E.I.N.): 01-0570431
4. Jurisdiction of Organization: New York
5. Date of Organization: DECEMBER 28, 2001
6. Period of Duration: perpetual
(See #14 on back)
7. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):
132 W. 31st Street, 13th Floor,
(Number) (Street) (Suite)
New York, NY 10001
(City/State) (ZIP Code) (County)
8. Registered agent: C T Corporation System
(First name) (Middle Name) (Last Name)
Registered Office: c/o C T Corporation System, 208 South LaSalle Street
(Number) (Street) (Suite #)
(P.O. Box or c/o Chicago Cook Illinois 60604
are unacceptable) (City) (County) (ZIP Code)
9. The date on which this foreign LLC first did business in Illinois: Upon qualification

LLC-45.5

10. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).

provision of telecom services

11. The limited liability company is managed by:

manager(s)

vested in member(s)

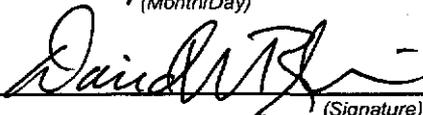
12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.

13. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.

14. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.

15. 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 March 4, 2002
(Month/Day) (Year)



(Signature)
(Signature must comply with Section 5-45 of ILLCA)

David W. Robinson, Vice President of Con Edison
Communications, Inc., Manager
(Type or print name and title)

**(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)*

*Please refer to Sections 178.20(d) and (e) of the Administrative Rules

LLC-17.4