

**ATTACHMENT Q-8**

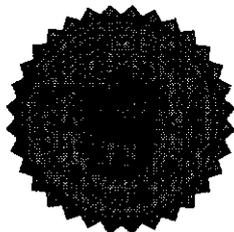
**Certificate of Formation and Certificate of Authority to  
Transact Business in Illinois**

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "CLARICOM NETWORKS, INC.", CHANGING ITS NAME FROM "CLARICOM NETWORKS, INC." TO "CLARICOM NETWORKS, LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 2001, AT 3:30 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2622965 8100

AUTHENTICATION: 1889247

020458712

DATE: 07-17-02

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY  
OF  
CLARICOM NETWORKS, INC.  
TO  
CLARICOM NETWORKS, LLC**

This Certificate of Conversion to Limited Liability Company is being duly executed and filed by Claricom Networks, Inc., a Delaware corporation (the "Corporation"), and John Donovan, as an authorized person, to convert the Corporation to a Delaware limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101 *et seq.*) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, *et seq.*) (the "GCL").

1. The Corporation's name when it was originally incorporated in the State of Delaware was Clarity Telecom LD Network Services, Inc." pursuant to a Certificate of Incorporation filed on May 16, 1996; and its name as of immediately prior to the filing of this Certificate of Conversion to Limited Liability Company being Claricom Networks, Inc., pursuant to a Certificate of Amendment to Certificate of Incorporation filed on December 15, 1997. The name of the Corporation has not been changed since the Corporation's last Certificate of Amendment to Certificate of Incorporation filed on December 15, 1997.

2. The Corporation filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on May 16, 1996 in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.

3. The name of the limited liability company into which the Corporation shall be converted as set forth in the certificate of formation of the limited liability company shall be Claricom Networks, LLC.

4. The conversion of the Corporation to a Delaware limited liability company has been approved in accordance with the provisions of Section 228 and Section 266 of the GCL.

5. The conversion of the Corporation to a Delaware limited liability company shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a certificate of formation of the limited liability company with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company dated as of August ~~23~~, 2001.

CLARICOM NETWORKS, INC.

By: \_\_\_\_\_

Name: John Donovan  
Title: President

\_\_\_\_\_  
Name: John Donovan  
Authorized Person

BOSTON 1233188v1

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:30 PM 08/23/2001  
010417851 - 2622965

CERTIFICATE OF FORMATION  
OF  
CLARICOM NETWORKS, LLC

This Certificate of Formation of Claricom Networks, LLC (the "LLC"), dated as of August 23, 2001, is being duly executed and filed by John Donovan, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is Claricom Networks, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

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

  
Name: John Donovan  
Authorized Person



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 12-13-01  
Assigned File # 0063854-4  
Filing Fee \$400  
Penalty \$  
Approved: JB

**FILED**

DEC 13 2001

JESSE WHITE  
SECRETARY OF STATE  
PAID

1. Limited Liability Company name: Claricom Networks, LLC  
*(Must comply with Section 1-10 of ILLCA or article 2 below applies.)*

DEC 14 2001

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.): 95-4884067

4. Jurisdiction of Organization: Delaware

5. Date of Organization: 08/23/2001

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):

2049 Century Park East, Suite 2700  
*(Number) (Street) (Suite)*  
Los Angeles, CA 90067  
*(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 #)*  
Chicago Cook Illinois 60604  
*(City) (County) (ZIP Code)*  
*(P.O. Box or c/o are unacceptable)*

9. The date on which this foreign LLC first did business in Illinois: Upon qualification

0063-854-4

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).

Telecommunications

11. The limited liability company is managed by:

- manager(s)
- vested in member(s)

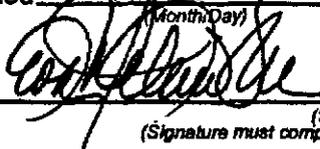
12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.

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 OCTOBER 23, 2001  
(Month/Day) (Year)

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

Eva Kalawski, 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

**STATE OF ILLINOIS**

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of two pages, as taken from the original on file in this office.



*Jesse White*

JESSE WHITE  
SECRETARY OF STATE

DATED: July 18, 2002  
BY: Lenel M. Dallon