

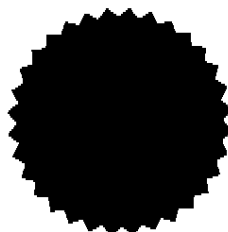
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "C III COMMUNICATIONS OPERATIONS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3627662 8300

AUTHENTICATION: 2295856

030153650

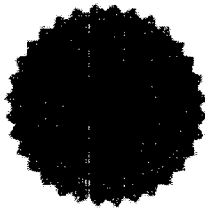
DATE: 03-07-03

# 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 FORMATION OF "C III COMMUNICATIONS OPERATIONS, LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF FEBRUARY, A.D. 2003, AT 5 O'CLOCK P.M.



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

3627662 8100

AUTHENTICATION: 2268611

030111245

DATE: 02-21-03

**CERTIFICATE OF FORMATION**

of

**C III Communications Operations, LLC**

This Certificate of Formation is being duly executed and filed by the undersigned authorized person to form a limited liability company under the Delaware Limited Liability Company Act (the "Act"). It is hereby certified as follows:

**FIRST.** The name of the limited liability company (the "Company") is: C III Communications Operations, LLC.

**SECOND.** The address of the registered office of the Company in the State of Delaware is: c/o Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, State of Delaware 19808. The name of the registered agent of the Company at such address is: Corporation Service Company.

**THIRD.** The purpose of the Company is to engage in any lawful act or activity for which a limited liability company may be organized under the Act.

**FOURTH.** In furtherance and not in limitation of the powers conferred by the Act, the Company shall be governed by a limited liability company agreement.

**FIFTH.** The Company shall to the fullest extent permitted by the provisions of Section 18-108 of the Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said Section 18-108 from and against any and all matters, and the indemnification provided for herein shall not be deemed exclusive of any other right to which any person may be entitled under the Company's limited liability company agreement, or otherwise.

**IN WITNESS WHEREOF**, the undersigned authorized person has executed this Certificate of Formation as of February 20, 2003.

/s/ Joshua P. Kleiman

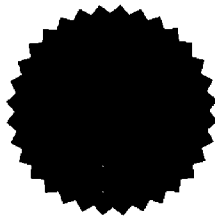
Joshua P. Kleiman  
Authorized Person

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "C III COMMUNICATIONS OPERATIONS, LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF MARCH, A.D. 2003, AT 12 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3627662 8100

030165122

AUTHENTICATION: 2303463

DATE: 03-12-03

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF FORMATION  
OF  
C III Communications Operations, LLC

1. The name of the limited liability company is C III Communications Operations, LLC.

2. The Certificate of Formation of the Company is hereby amended by deleting in its entirety Article SECOND of the Certificate of Formation and substituting the following therefor:

**"SECOND.** The address of the registered office of the Company in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware 19801. The name of the registered agent of the Company at such address is: The Corporation Trust Company."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Formation of C III Communications Operations, LLC this 12th day of March, 2003.

C III COMMUNICATIONS OPERATIONS, LLC

By:

  
Howard L. Rosenberg  
Authorized Person