

**KELLEY DRYE & WARREN LLP**

A LIMITED LIABILITY PARTNERSHIP

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NEW YORK, NY  
LOS ANGELES, CA  
CHICAGO, IL  
STAMFORD, CT  
PARSIPPANY, NJ

BRUSSELS, BELGIUM

AFFILIATE OFFICE  
MUMBAI, INDIA

February 3, 2014

Steven V. King  
Executive Director/Secretary  
Washington Utilities & Transportation Commission  
1300 South Evergreen Park Drive, SW  
Olympia, WA 98504-7250

Re: Notice by Vodafone Global Enterprise Inc. of a Name Change

Dear Mr. King,

Vodafone Global Enterprise Inc. (“VGEI” or the “Company”) was recently granted authority to provide competitive telecommunications services in Washington.<sup>1</sup> By this filing, VGEI respectfully notifies the Commission that it has changed its name to Vodafone US Inc. (“VUSI”). No changes have been made to the Company’s corporate organization or ownership. The Company requests that its authorization in Washington be adjusted to reflect the change.

VGEI is a Delaware corporation, registered with the Washington Secretary of State to transact business as a foreign corporation. Evidence of the Company’s name change in Delaware is appended as Attachment 1. A copy of the Company’s amended foreign corporate qualification document is provided as Attachment 2.

VGEI has not begun operations in Washington. Consequently, the Company has no customers to be notified of the name change.

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<sup>1</sup> *Vodafone Global Enterprise Inc. Petition for Registration*, Docket No. UT-132117, Registration Of Vodafone Global Enterprise Inc. as a Competitive Telecommunications Company (Dec. 15, 2013).

KELLEY DRYE & WARREN LLP

Steven V. King  
Washington Utilities & Transportation Commission  
February 3, 2014  
Page Two

In the event that the Company needs to take any further action to effectuate this name change or if there are any questions regarding the change, please contact the undersigned counsel at (202) 342-8819 or via email at [wbrantl@kelleydrye.com](mailto:wbrantl@kelleydrye.com).

Please date-stamp the enclosed duplicate of this filing and return it in the pre-addressed envelope provided. Thank you in advance for your assistance with this matter.

Cordially,

A handwritten signature in blue ink, appearing to read "Winafred H. Brantl".

Winafred Brantl  
*Counsel*

Attachments

**Attachment 1**

**Evidence of Name Change in Formation State (Delaware)**

# Delaware

PAGE 1

*The First State*

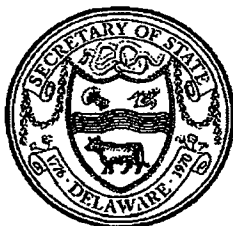
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "VODAFONE GLOBAL ENTERPRISE INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "VODAFONE US INC.", THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2013, AT 2:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

4524493 8320

14000085



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1025286

DATE: 01-02-14

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VODAFONE US INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JANUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VODAFONE US INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 2008.

295788

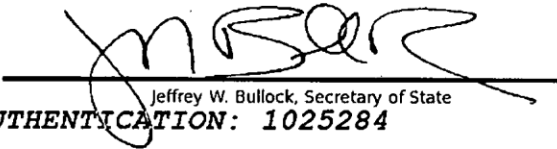
2014 JAN -8 AM 11:29

4524493 8300

140000085



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1025284

DATE: 01-02-14

STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Vodafone Global Enterprise Inc. ("VGEI"), resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that on January 1, 2014, the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Article 1" so that, as amended, said Article shall be and read as follows:

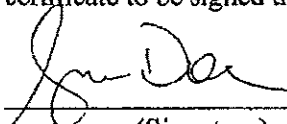
The name of this corporation is Vodafone US Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 20<sup>th</sup> day of December, 2013.

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

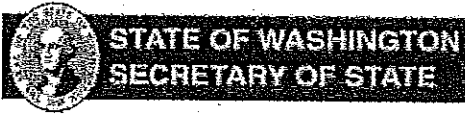
  
(Signature)

Print Name: Secretary + General Counsel

Title: Megan Deberneck

**Attachment 2**

**Amended Washington Qualification Documents**



Foreign Profit Corporation  
See attached detailed instructions

- Filing Fee \$30.00
- Filing Fee with Expedited Service \$80.00

This Box For Office Use Only

FILED  
JAN 07 2014  
WA SECRETARY OF STATE

UBI Number: 602838477

## AMENDED CERTIFICATE OF AUTHORITY

Chapter 23B.10 RCW

### SECTION 1

NAME OF CORPORATION: (as currently recorded with the Office of the Secretary of State)

Vodafone Global Enterprise Inc.

NAME TO BE USED IN WASHINGTON STATE: (If different than above, resolution must be attached)

N/A

### SECTION 2

STATE OR COUNTRY WHERE ORIGINALLY INCORPORATED: Delaware

DATE CERTIFICATE OF AUTHORITY WAS ISSUED IN WASHINGTON: 06/06/2008

### SECTION 3

AMENDMENTS TO CERTIFICATE: (if necessary, attach additional information)

NAME OF THE CORPORATION IS CHANGED TO: Vodafone US Inc.

PRINCIPAL OFFICE ADDRESS IS CHANGED TO: 560 Lexington Avenue, 9th floor, New York, NY 10022

*In the event the change or changes include a name change to a name that does not meet the requirements of RCW 23B.15.060, a fictitious name for use in Washington, include a copy of the resolution of the board of directors, certified by the corporation's secretary, adopting the fictitious name; and a copy of the document filed in the state or country of incorporation showing that jurisdiction's "filed" stamp.*

### SECTION 4

SIGNATURE (see instructions page)

*This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.*

X

Signature

Lynn Oliver, Asst. Secretary

Printed Name/Title

12/23/13

Date

(212)731-2670

Phone Number



# 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 AMENDMENT OF "VODAFONE GLOBAL ENTERPRISE INC.", CHANGING ITS NAME FROM "VODAFONE GLOBAL ENTERPRISE INC." TO "VODAFONE US INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2013, AT 2:10 O'CLOCK P.M.

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


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2014.

4524493 8100

131466523

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1018998

DATE: 12-30-13

STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Vodafone Global Enterprise Inc. ("VGEI"), resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

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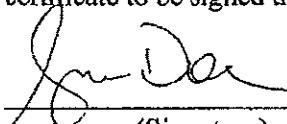
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IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 20<sup>th</sup> day of December, 2013.

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

  
(Signature)

Print Name: Secretary + General Counsel

Title: Megan Deberneck