

ATTACHMENT

Conversion Documents and Authority to Transact Business



Office of the Secretary of State
Corporations & Charities Division

Foreign Profit Corporation
See attached detailed instructions

Filing Fee \$30.00

Filing Fee with Expedited Service \$80.00

FILED
SECRETARY OF STATE

JANUARY 15, 2014

STATE OF WASHINGTON

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\$80.00 R

Id: 2681621

UBI Number: 601404388

AMENDED CERTIFICATE OF AUTHORITY

Chapter 23B.10 RCW

SECTION 1

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

Business Telecom, Inc.

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

SECTION 2

STATE OR COUNTRY WHERE ORIGINALLY INCORPORATED: North Carolina

DATE CERTIFICATE OF AUTHORITY WAS ISSUED IN WASHINGTON: 03/27/1995

SECTION 3

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

Entity is converting from a Corporation to a Limited Liability Company

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

Samuel R. DeSimone, Jr., Executive VP, General Counsel and Secretary

404-748-6547

Signature

Printed Name/Title

Date

Phone Number



NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

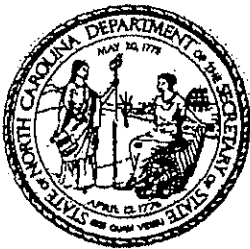
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF ORGANIZATION

OF

BUSINESS TELECOM, LLC

the original of which was filed in this office on the 20th day of December, 2013.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of December, 2013.

Elaine F. Marshall

Secretary of State

**ARTICLES OF ORGANIZATION
INCLUDING ARTICLES OF CONVERSION
OF
BUSINESS TELECOM, INC.**

December 20, 2013

Pursuant to §§ 57C-2-21, 57C-9A-01 and 57C-9A-03 of the General Statutes of North Carolina, the undersigned converting business entity does hereby submit these Articles of Organization including Articles of Conversion (the "Articles") for the purpose of forming a limited liability company.

1. The name of the limited liability company is "Business Telecom, LLC" (the "Company").
2. The Company is being formed pursuant to the conversion of another business entity.
3. The name of the converting business entity is "Business Telecom, Inc." (the "Converting Corporation") and the organization and internal affairs of the Converting Corporation are governed by the laws of the state North Carolina.
4. A plan of conversion has been approved by the Converting Corporation as required by law.
5. There shall be no limit on the duration of the Company.
6. The name and address of the person executing these articles of organization is Samuel R. DeSimone, Jr., 1375 Peachtree Street, Level A, Atlanta, GA 30309, in his capacity as Executive Vice President, General Counsel and Secretary of BTI Telecom Corp., a North Carolina corporation, the sole stockholder of the Converting Corporation (immediately prior to the conversion) and the sole member of the Company (immediately following the conversion).
7. The name of the initial registered agent of the Company along with its street and mailing address and county is as follows:
National Registered Agents, Inc.
150 Fayetteville St. Box 1011
Raleigh, NC 27601
Wake County
8. The principal office telephone number, street and mailing address and county of the Company are as follows:
(404) 815-0770
1375 Peachtree Street, Level A
Atlanta, GA 30309
Fulton County
9. The Company shall be managed by its Members and all members by virtue of their status as members shall be managers of this limited liability company.
10. These articles will be effective at 11:58 p.m. on December 31, 2013.

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IN WITNESS WHEREOF, the undersigned has caused these Articles to be executed by its authorized representative as of the day and year first above written as sole stockholder of the Converting Corporation (immediately prior to the conversion) and sole member of the Company (immediately following the conversion).

BTI TELECOM CORP., a North Carolina corporation

By: Samuel R. DeSimone, Jr.
Name: Samuel R. DeSimone, Jr.
Title: Executive Vice President, General
Counsel and Secretary

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NORTH CAROLINA

Department of the Secretary of State

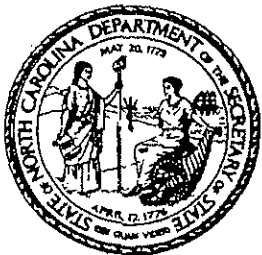
CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify that

BUSINESS TELECOM, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 14th day of November, 1983, with its period of duration being Perpetual.

I FURTHER certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 8th day of January, 2014.

Elaine F. Marshall

Secretary of State