

Division of Corporations

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Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION
CABLE & WIRELESS AMERICAS OPERATIONS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

8-40

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

- 1. Cable & Wireless America Operations, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
- 2. Delaware 3. 20-0118729-Operations
(State or country under the law of which it is incorporated) (FBI number, if applicable)
- 4. June 25, 2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.135, F.S.)
- 7. 11600 Sallie Mae Drive, Reston, VIRGINIA 20193
(Principal office address)
11600 Sallie Mae Drive Reston VIRGINIA 20193
(Current mailing address)

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TALLAHASSEE, FLORIDA
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- 8. Cable & wireless telephon and any lawful act or activity.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
- 9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Bay Street

Tallahassee, Florida 32302
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company Ann Shilling
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

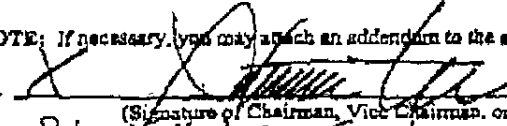
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Patricia Y. Lee, Secretary

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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List of Directors & Officers for
Cable & Wireless Americas Holdings, Inc.

Directors

Robert Brouche
11600 Sallie Mae Drive
Reston, Virginia 20193

Patricia Y. Lee
11600 Sallie Mae Drive
Reston, Virginia 20193

James Palmer
11600 Sallie Mae Drive
Reston, Virginia 20193

Officers

Robert Brouche, President
11600 Sallie Mae Drive
Reston, Virginia 20193

Patricia Y. Lee, Secretary
11600 Sallie Mae Drive
Reston, Virginia 20193

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CORP SERVICES CO

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CABLE & WIRELESS AMERICAS OPERATIONS, 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 SEOW, AS OF THE FIRST DAY OF AUGUST, A.D. 2003.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CABLE & WIRELESS AMERICAS OPERATIONS, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2561719

3674526 8300

030505149

DATE: 08-01-03

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