

Filing fee: \$50.00  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

Corporate ID \_\_\_\_\_

**APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF  
INFONET SERVICES CORPORATION**

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is \_\_\_\_\_  
INFONET SERVICES CORPORATION

SECOND: The name which it elects to use in Rhode Island is same

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is March 8, 1988 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 229 South State Street, Dover, Delaware

SIXTH: The address of its proposed registered office in Rhode Island is Suite 3A, 101 Dyer Street, Providence 02903 and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island ~~are~~ is the sale of computer information and communications services and products.

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EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
See Attachment	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10,000	Common		\$0.01

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10,000	Common		\$0.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 45,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 92,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ -0-

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 27 October, 1988.

Infonet Services Corporation  
[Exact Corporate Name of Corporation Making Application]

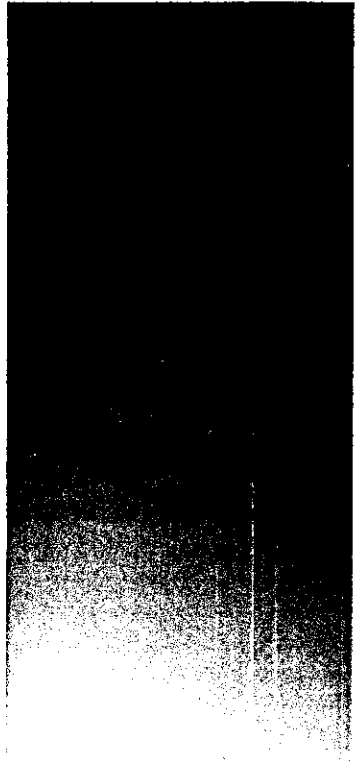
By [Signature]  
Its President  
and [Signature]  
Its Secretary

STATE OF California }  
COUNTY OF Los Angeles } Sc.

At 2100 E. Grand, El Segundo in said County on the 27th day  
of October 1988, before me personally appeared J.A. Collazo  
and Ernest U. Gambaro, who being by me first duly sworn, declared that  
~~they~~ <sup>ARE</sup> the President & Secretary of INFONET Services Corporation,  
~~that~~ <sup>THEY</sup> signed the foregoing document as such President & Secretary of the  
corporation, and that the statements therein contained are true.

[Signature]  
Notary Public

(NOTARIAL SEAL)



DIRECTORS AND OFFICERS  
OF  
INFONET SERVICES CORPORATION

DIRECTOR: Jose A. Collazo

2100 East Grand Avenue  
El Segundo, California 90245

DIRECTOR: William R. Hoover

2100 East Grand Avenue  
El Segundo, California 90245

DIRECTOR: George A. Barratt

2100 East Grand Avenue  
El Segundo, California 90245

OFFICER: Jose A. Collazo  
Chairman of the Board  
and President

2100 East Grand Avenue  
El Segundo, California 90245

OFFICER: Ernest U. Gambaro  
Vice President  
and Secretary

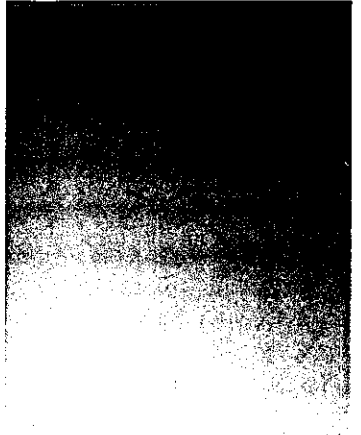
2100 East Grand Avenue  
El Segundo, California 90245

OFFICER: Douglas L. Shurtleff  
Vice President  
and Treasurer

2100 East Grand Avenue  
El Segundo, California 90245

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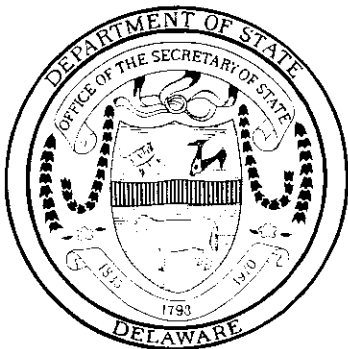


# State of DELAWARE



## Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
~~Certificate of~~ Restated Certificate of Incorporation  
filed in this office on October 18, 1988



*Michael Harkins*  
\_\_\_\_\_  
Michael Harkins, Secretary of State

BY: *M. Miles*  
\_\_\_\_\_

DATE: November 10, 1988

RESTATED CERTIFICATE OF INCORPORATION

OF

INTERNATIONAL INFORMATION NETWORK SERVICES, INC.

(originally incorporated on March 8, 1988)

INTERNATIONAL INFORMATION NETWORK SERVICES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, (the "Corporation") DOES HEREBY CERTIFY:

FIRST: That, the Board of Directors and stockholders of the Corporation as of September 27, 1988, duly adopted resolutions setting forth amendments to the Certificate of Incorporation of the Corporation and, declaring said amendments to be advisable and in the best interest of the Corporation and declaring that the certificate of Incorporation was to be restated. The resolutions setting forth the amendments are as follows:

RESOLVED, that the Certificate of Incorporation is hereby amended and restated to read as follows:

Article I

The name of this Corporation is:

INFONET SERVICES CORPORATION

Article II

The address of its registered office in the State of Delaware is 229 South State Street in the City of Dover, County of Kent. The name of its registered agent at such address is United States Corporation Company.

### Article III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporation may be organized under the General Corporation Law of Delaware.

### Article IV

The total number of shares of stock which the Corporation shall have authority to issue is ten thousand (10,000) and the par value of each share shall be one cent (\$.01).

### Article V

Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

### Article VI

No director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the directors' duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

### Article VII

This Amended and Restated Certificate of Incorporation and the bylaws of this Corporation may only be

amended by an affirmative vote of the holders of at least two-thirds of all of the issued and outstanding shares.

Article VIII

Each holder of the common stock of the Corporation shall be entitled to a preemptive right to purchase or subscribe for, at a price determined by the Board of Directors of the Corporation to be the fair market value of such shares on the date of purchase, any newly issued shares of common stock, or securities convertible into common stock in such proportion as may be required to maintain such holders' proportionate interest in the Corporation as it existed prior to such issuance; except that such preemptive right shall not cause or apply to: (i) such shares or securities sold, granted or transferred by the Corporation to employees of the Corporation pursuant to one or more plans approved by the Board of Directors of the Corporation, of shares of, or options or rights relating to shares of capital stock of the Corporation, and (ii) the subsequent sale, pledge or transfer or by such assignment by such employees of such options, rights or shares.

SECOND: That such restatement and amendments were duly adopted in accordance with the provisions of Sections 245 and 242 of the General Corporation Law of the State of Delaware.

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SENT BY:P H C S LOS ANGELES

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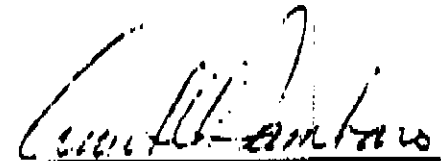
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IN WITNESS WHEREOF, International Information Network Services, Inc. has caused this Restated Certificate of Incorporation to be executed, signed and acknowledged by Jose A. Collazo, its President, who states under penalty of perjury that the facts stated herein are true, and to be attested by Ernest U. Gambaro, its Secretary this 14th day of October, 1988.



Jose A. Collazo  
President

Attest:   
Ernest U. Gambaro  
Secretary.

Dated 27 October, , 19 88

Infonet Services Corporation

[Exact Corporate Name of Corporation Making Application]

By

*[Handwritten Signature]*

Its President

and

*[Handwritten Signature]*

Its Secretary

STATE OF California

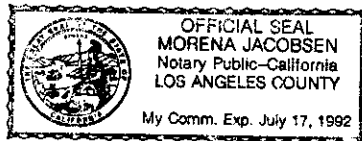
COUNTY OF Los Angeles

} Sc.

At 2100 E. Grand, El Segundo in said County on the 27th day of October 1988, before me personally appeared J.A. Collazo and Ernest U. Gambaro, who being by me first duly sworn, declared that ~~he~~ <sup>THEY ARE</sup> the President & Secretary of INFONET Services Corporation, that ~~he~~ <sup>THEY</sup> signed the foregoing document as such President & Secretary of the corporation, and that the statements therein contained are true.

*[Handwritten Signature]*  
Notary Public

(NOTARIAL SEAL)



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