

Filing Fee: \$150.00

ID Number: 124301



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

National Directory Assistance, LLC *AK*

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is 3/27/01

5. The period of duration of the limited liability company is (if perpetual, so state) perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

222 Jefferson Blvd., Suite 200 Warwick, RI 02888
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is National Registered Agents, Inc.
(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

9 East Loockerman Street

Dover, DE 19901

9. The mailing address for the limited liability company is:

12700 Shelbyville Road, Danville Bldg.

Louisville, KY 40243

FILED

APR 19 2002
By AK 216237

10. The limited liability company is to be managed by:

(Check one box only)

its members *or* by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

<u>Manager</u>	<u>Address</u>
See attached addendum	

12. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 4/9/02

National Directory Assistance, LLC
Print Exact Name of Limited Liability Company Making Application

By Thomas F. Speed Jr.
Signature of authorized person

Thomas F. Speed Jr., Manager

Addendum

National Directory Assistance, LLC

Managers

Name

Business Address

Thomas F. Speed Jr.

12700 Shelbyville Road, Danville Bldg, Louisville, KY 40243

Dan Rechter

6100 Dutchmans Lane, 10th Floor, Louisville, KY 40205

David Garner

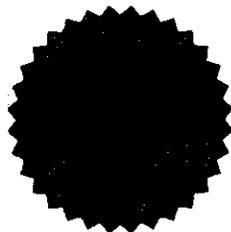
11405 Bluegrass Parkway, Louisville, KY 40299

Delaware

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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 "NATIONAL DIRECTORY ASSISTANCE, LLC", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3373942 8100

AUTHENTICATION: 1721370

020237809

DATE: 04-15-02

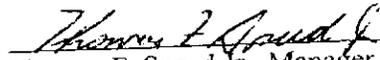
CERTIFICATE OF AMENDMENT TO CERTIFICATE OF FORMATION
OF
NATIONAL DIRECTORY ASSISTANCE, LLC

National Directory Assistance, LLC (hereinafter called the "company"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The name of the limited liability company is National Directory Assistance, LLC.
2. The certificate of formation of the company is hereby amended by striking out Article 2 thereof and by substituting in lieu of said Article the following new Article:

"2. The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are National Registered Agents, Inc., 9 East Loockerman Street, Dover, Delaware 19901."

Executed on 2/04, 2002

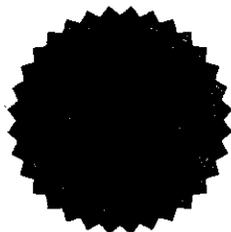

Thomas F. Speed Jr., Manager

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 "NATIONAL DIRECTORY ASSISTANCE, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2001, AT 5 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3373942 8100

AUTHENTICATION: 1721371

020237809

DATE: 04-15-02

**CERTIFICATE OF FORMATION
OF
NATIONAL DIRECTORY ASSISTANCE, LLC**

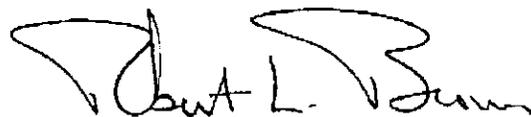
This Certificate of Formation is being executed to form a limited liability company under the Delaware Limited Liability Company Act.

1. **NAME.** The name of the limited liability company is National Directory Assistance, LLC.
2. **REGISTERED OFFICE; REGISTERED AGENT.** The address of the registered office of the limited liability company is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, and the name and address of the registered agent of the limited liability company is:

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

3. **MANAGEMENT.** The limited liability company is to be managed by its manager(s).

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation this 27th day of March, 2001.



Robert L. Brown, Authorized Person