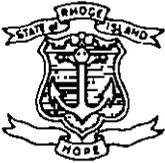


Filing Fee: \$150.00

ID Number: 138842



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

RECORDED
MAR 23 11 22 AM '04

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:

France Telecom Corporate Solutions L.L.C.

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 11/28/2001

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:

10 Weybosset Street Providence, RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is C T CORPORATION SYSTEM
(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:

1209 Orange Street, Wilmington, DE 19801

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

2300 Corporate Park Dr., 6th floor, Herndon, VA 20171

FILED
MAR 23 2004
By [Signature] 625114

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>
<u>Marc Dandelot</u>	<u>1270 Avenue of the Americas, New York, NY 10020</u>
<u>Jean Nivoix</u>	<u>6, Place D'Alleray, 75505 Paris FR 00000</u>
<u>Bernard Perrillon</u>	<u>8-10 Blvd de Vaugirard, 75903 Paris FR 00000</u>
_____	_____
_____	_____
_____	_____

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: 03/05/04

France Telecom Corporate Solutions L.L.C.

Print Exact Name of Limited Liability Company Making Application

By Marc Dandelot
Signature of authorized person

Marc Dandelot

Attachment to Rhode Island
Member / Manager Information

1. Full Name: Marc Dandelot
Business Address: 1270 Avenue of the Americas
City: New York
State: NY
ZIP Code: 10020

2. Full Name: Jean Nivoix
Business Address: 6, Place D'Alleray
City: 75505 Paris
State: FR
ZIP Code: 00000

3. Full Name: Bernard Perrillon
Business Address: 8-10 Blvd de Vaugirard
City: 75903 Paris
State: FR
ZIP Code: 00000

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRANCE TELECOM CORPORATE SOLUTIONS L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF MARCH, A.D. 2004.

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

RECORDED
INDEXED
MAR 15 2004
SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3461073 8300

AUTHENTICATION: 2989549

040191700

DATE: 03-15-04