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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**LIMITED PARTNERSHIP**

**APPLICATION FOR CERTIFICATE OF REGISTRATION**

Pursuant to the provisions of Section 7-13-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited partnership 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 partnership is VIRGIN MOBILE USA, L.P.  
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")  
and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:  
\_\_\_\_\_

2. The limited partnership is organized under the laws of Delaware  
and the date of its formation is October 4, 2001

3. The general character of the business it proposes to transact in Rhode Island is:  
wireless telecommunications services  
\_\_\_\_\_  
\_\_\_\_\_

4. The name and address of the agent for service of process is Corporation Service Company  
(Name of Agent)  
222 Jefferson Boulevard, Suite 200 Warwick, RI 02888  
(Street Address, not P.O. Box) (City/Town) (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:  
c/o Sprint Nextel Corporation, 6200 Sprint Parkway, KSOPHF0302-3B120, Overland Park, Kansas 66251

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7. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
VMU GP1, LLC	6200 Sprint Parkway, KSOPHF0302-3B120
	Overland Park, Kansas 66251

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

c/o Sprint Nextel Corporation, 6200 Sprint Parkway, KSOPHF0302-3B120, Overland Park, Kansas 66251

9. A mailing address for the foreign limited partnership is 6200 Sprint Parkway, KSOPHF0302-3B120  
Overland Park, Kansas 66251

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

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

Date: June 18, 2010

VIRGIN MOBILE USA, L.P. by its General Partner, VMU GP1, LLC  
Print Exact Name of Limited Partnership Making Application

By   
General Partner

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIRGIN MOBILE USA, L.P." 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 THIRTIETH DAY OF MARCH, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VIRGIN MOBILE USA, L.P." WAS FORMED ON THE FOURTH DAY OF OCTOBER, A.D. 2001.


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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8658773

DATE: 03-30-11



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

