

State of Idaho

Office of the Secretary of State

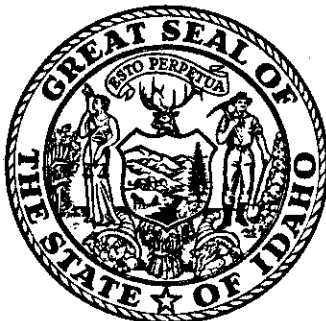
**CERTIFICATE OF AUTHORITY
OF
VIRGIN MOBILE USA, L.P.**

File Number L 5971

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Limited Partnership Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application.

Dated: November 16, 2007



Ben Yursa
SECRETARY OF STATE

By *[Signature]*



**APPLICATION FOR CERTIFICATE
OF AUTHORITY FOR
FOREIGN LIMITED PARTNERSHIP**
(instructions on back of application)

07 NOV 16 AM 11:35

SECRETARY OF STATE
STATE OF IDAHO

The undersigned limited partnership applies for a Certificate of Authority and states as follows:

1. The name of the limited partnership is:

Virgin Mobile USA, L.P.

2. The name which it shall use in Idaho is: _____

3. It is formed under the laws of: Delaware and its date of formation is 10-4-01

4. The business address of the office located in its jurisdiction of domicile:

1209 Orange Street, Wilmington, DE 19801

5. The address of its principal office in Idaho is:

1111 West Jefferson, Suite 530, Boise, ID 83702

6. The address to which correspondence should be addressed, if different from item 5, is:

10 Independence Boulevard, Warren, NJ 07059

7. The name and physical street address of the registered agent in Idaho is:

C T Corporation System, 1111 West Jefferson, Suite 530, Boise, ID 83702

8. This limited partnership ☐ is ☒ is not a limited liability limited partnership.

9. The names and respective business and mailing addresses of its general partners:

| Name | Street Address | Mailing Address |
|---------------------|----------------------------------|----------------------------------|
| <u>VMU GPI, LLC</u> | <u>10 Independence Boulevard</u> | <u>10 Independence Boulevard</u> |
| | <u>Warren, NJ 07059</u> | <u>Warren, NJ 07059</u> |
| | | |
| | | |
| | | |

Dated: 10/09/07

Signature: [Signature]

Typed Name: PETER LURIE

Capacity: MANAGER OF
VMU GPI, LLC
The signer must be a general partner of the limited partnership.

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

Supplemental form of authority
foreign to paid. Revised 07/2006

IDAHO SECRETARY OF STATE

11/16/2007 05:00

CK: 12367 CT: 20168 BH: 1085768

1 @ 100.00 = 100.00 REG FOR LP # 2

1 @ 20.00 = 20.00 EXPEDITE C # 3

Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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 EIGHTH DAY OF NOVEMBER, A.D. 2007.

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

3442933 8300

071203613



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6143871

DATE: 11-08-07