

# Delaware

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## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "VIRGIN MOBILE USA, L.P." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE FOURTH DAY OF OCTOBER, A.D. 2001, AT 4 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "VIRGIN MOBILE USA, LLC" TO "VIRGIN MOBILE USA, L.P.", FILED THE SIXTEENTH DAY OF OCTOBER, A.D. 2007, AT 9:14 O'CLOCK A.M.

CERTIFICATE OF LIMITED PARTNERSHIP, FILED THE SIXTEENTH DAY OF OCTOBER, A.D. 2007, AT 9:14 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF NOVEMBER, A.D. 2009, AT 3:52 O'CLOCK P.M.

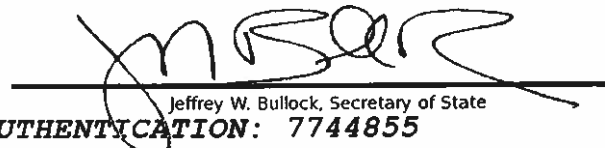
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "VIRGIN MOBILE USA, L.P.".



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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: 7744855

DATE: 01-07-10

## CERTIFICATE OF FORMATION

OF

VIRGIN MOBILE USA, LLC

This Certificate of Formation of VIRGIN MOBILE USA, LLC is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.).

1. The name of the limited liability company formed hereby is VIRGIN MOBILE USA, LLC (the "Company").

2. The address of the registered office of the Company in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name and address of the registered agent of the Company is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of VIRGIN MOBILE USA, LLC this fourth day of October, 2001.

VIRGIN MOBILE USA, LLC

By: Name: ~~Frances Farrow~~

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:09 AM 10/16/2007  
FILED 09:14 AM 10/16/2007  
SRV 071118653 - 3442933 FILE


**STATE OF DELAWARE**  
**CERTIFICATE OF CONVERSION**  
**OF A LIMITED LIABILITY COMPANY**  
**TO A LIMITED PARTNERSHIP**

**THE UNDERSIGNED, desiring to convert a limited liability company to a limited partnership pursuant to Section 17-217 of the Delaware Revised Uniform Limited Partnership Act, does hereby certify that:**

1. The jurisdiction where the limited liability company was first formed is Delaware.
2. The jurisdiction of the limited liability company immediately prior to the filing of this Certificate is Delaware.
3. The date on which the limited liability company was first formed is October 4, 2001.
4. The name of the limited liability company immediately prior to filing this Certificate is Virgin Mobile USA, LLC.
5. The name of the limited partnership to which the limited liability company shall be converted as set forth in the Certificate of Limited Partnership is Virgin Mobile USA, L.P.

**IN WITNESS WHEREOF, the undersigned, being the sole general partner of the limited partnership, does make this certificate this 16 day of October 2007.**

**VMU GP1, LLC,  
its General Partner**

By:   
Name: PETER LURIE  
Title: GENERAL COUNSEL

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:09 AM 10/16/2007  
FILED 09:14 AM 10/16/2007  
SRV 071118653 - 3442933 FILE

**CERTIFICATE OF LIMITED PARTNERSHIP****OF****VIRGIN MOBILE USA, L.P.**

The undersigned, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Del. C. §§17-101 et seq., does hereby certify as follows:

(1) The name of the limited partnership is Virgin Mobile USA, L.P. (the "Partnership").

(2) The address of the Partnership's registered office in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name and address of the Partnership's registered agent for service of process in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

(3) The name and mailing address of the general partner is VMU GP1, LLC, c/o Virgin Mobile USA, Inc., 10 Independence Boulevard, Warren, NJ 07059.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership of Virgin Mobile USA, L.P., as of the 16<sup>th</sup> day of October 2007.

VMU GP1, LLC, its General Partner

By: 

Name: PETER LURIE

Title: GENERAL COUNSEL

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
VIRGIN MOBILE USA, L.P.

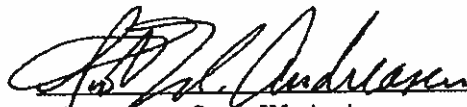
It is hereby certified that:

FIRST: The name of the limited partnership (hereinafter called the "partnership")  
is:

VIRGIN MOBILE USA, L.P.

SECOND: Pursuant to the provisions of Section 17-202, Title 6, Delaware Code, the amendment to the Certificate of Limited partnership effected by this Certificate of Amendment is to change the address of the registered office of the partnership in the State of Delaware to 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, and to change the name of the registered agent of the partnership in the State of Delaware at the said address to Corporation Service Company.

The undersigned, a general partner of the partnership, executes this Certificate of Amendment on November 20, 2009.



Name: Scott W. Andreasen  
Capacity: Assistant Secretary  
on behalf of VMU GPI, LLC

General Partner