



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

December 27, 2011

CT CORPORATION SYSTEM
ADAM CARR
4701 COX RD STE 301
GLEN ALLEN, VA 23060-6802

RECEIPT

RE: Verizon Virginia LLC

ID: S388305 - 7

DCN: 11-12-22-1237

Dear Customer:

This is your receipt for \$100.00 covering the fees for filing articles of entity conversion with this office.

This is also your receipt for \$100.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of entity conversion is December 31, 2011. When the certificate is effective, Verizon Virginia Inc. is converted to a limited liability company organized under the laws of this Commonwealth with the following name:

Verizon Virginia LLC

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

CNVRLRCT
CNVR
CIS0368

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 27, 2011

The State Corporation Commission has found the accompanying articles of entity conversion submitted on behalf of

Verizon Virginia Inc.

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF ENTITY CONVERSION

be issued and admitted to record with the articles of entity conversion and articles of organization in the Office of the Clerk of the Commission, effective December 31, 2011.

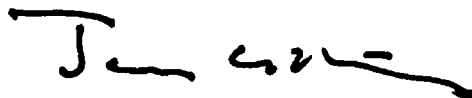
When the certificate becomes effective, Verizon Virginia Inc. is deemed to be a limited liability company organized under the laws of this Commonwealth with the name

Verizon Virginia LLC

The limited liability company is granted the authority conferred on it by law in accordance with its articles of organization, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner

Commonwealth of Virginia



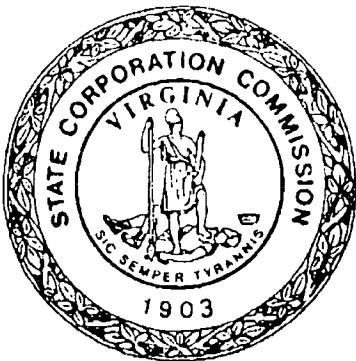
STATE CORPORATION COMMISSION

Richmond, December 27, 2011

This is to certify that the certificate of entity conversion of

Verizon Virginia LLC

was this day issued and admitted to record in this office and that the said limited liability company is authorized to transact its business subject to all Virginia laws applicable to the company and its business. Effective date: December 31, 2011



State Corporation Commission

Attest:

Joel H. Peck
Clerk of the Commission

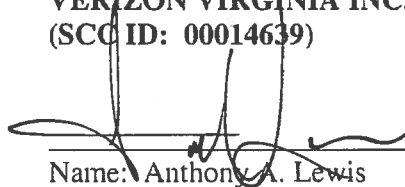
ARTICLES FOR ENTITY CONVERSION
OF
VERIZON VIRGINIA INC.

The undersigned, on behalf of the corporation set forth below, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to the filing of these Articles of Entity Conversion is Verizon Virginia Inc. The corporation shall convert to a Virginia limited liability company and its name shall be Verizon Virginia LLC.
2. The plan of entity conversion, pursuant to Section 13.1-722.10 of the Code of Virginia, is set forth as follows:
 - A. The full text of the Articles of Organization of the resulting limited liability company as they will be in effect immediately after consummation of the conversion is attached hereto.
 - B. The shares held by the sole shareholder will be converted into a 100% membership interest in the resulting limited liability company.
3. The plan of entity conversion was adopted by the unanimous consent of the shareholders.

Executed in the name of the corporation by:

VERIZON VIRGINIA INC.
(SCC ID: 00014639)


Name: Anthony A. Lewis

Title: President and Authorized Person

Dated: December 22, 2011

ARTICLES OF ORGANIZATION

OF

VERIZON VIRGINIA LLC

The undersigned, as an authorized person, in order to form a limited liability company under the provisions of Title 13.1, Chapter 12 of the Virginia Limited Liability Company Act (§ 13.1-1000, et seq.), does hereby certify as follows:

FIRST: The name of the limited liability company formed hereby is:

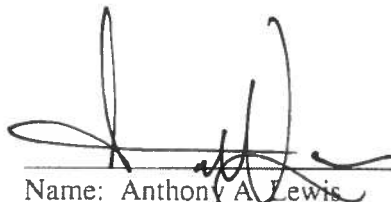
Verizon Virginia LLC

SECOND: The name of the limited liability company's initial registered agent is C T Corporation System. The registered agent is a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia

THIRD: The limited liability company's initial registered office, including the street and number, which is identical to the business office of the initial registered agent, is 4701 Cox Road, Suite 301, Glen Allen, Virginia 23060, which is physically located in Henrico County.

FOURTH: The limited liability company's principal office address, including the street and number is 703 East Grace Street, Richmond, Virginia 23219.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Organization as of the 22 day of December, 2011.


Name: Anthony A. Lewis
Authorized Person