

Commonwealth of Kentucky
Elaine N. Walker, Secretary of State

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Elaine N. Walker
Secretary of State
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PPOC

Elaine N. Walker
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Statement of Change of
Principal Office Address

POC

Pursuant to the provisions of KRS chapters 271B, 273, 275, or 362, the undersigned hereby applies to change the principal office on behalf of

VIRGIN MOBILE USA, L.P.

which is organized in the state of Delaware, and for that purpose submits the following statements:

1. Address of current principal office

1209 ORANGE STREET
WILMINGTON, DE 19801

2. Principal office is hereby changed to:

6500 SPRINT PKWY
HL-5ASTX
OVERLAND PARK, KS 66251

3. Signature of officer or chairman of the board

MARK BESHEARS, VICE PRESIDENT

Signature and Title

Type or print name and title

5/2/2011 2:10 PM

Date