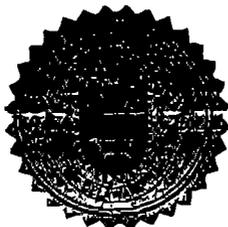


# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "U.S. EXCHANGE, L.L.C.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 2003, AT 6:03 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3651087 8100

AUTHENTICATION: 2383412

030258675

**CERTIFICATE OF FORMATION**

**OF**

**U.S. EXCHANGE, L.L.C.**

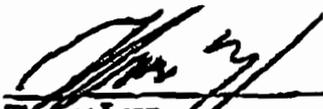
The undersigned, being authorized to execute and file this Certificate of Formation of U.S. Exchange, L.L.C. (the "Company") hereby certifies that:

**FIRST:** The name of the Company shall be U.S. Exchange, L.L.C.

**SECOND:** The registered office of the Company is 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

**IN WITNESS WHEREOF,** the undersigned, has executed this Certificate of Formation on this 24th day of April, 2003.

By:

  
Name: Thomas Lenz  
Authorized Person