

Dorothy Menasco

From: Johnson, Teresa [Teresa.Johnson@dgslaw.com]
Sent: Thursday, January 08, 2009 12:14 PM
To: Filings@psc.state.fl.us
Subject: Docket No. 080648
Attachments: Docket No. 080648.pdf

Attached please find Name for Conversion from Qwest Communication Corporation for Docket No. 080648. From Steven H. Denman, Florida Attorney Registration No. 191732.

Teresa Johnson

Davis Graham & Stubbs LLP
1550 Seventeenth Street
Suite 500
Denver, CO 80202
303-892-7204

COM _____
ECR _____
GCL _____
OPC _____
RCP _____
SSC _____
SGA _____
ADM _____
CLK *None*

DOCUMENT NUMBER-DATE
00180 JAN-8 8
FPSC-COMMISSION CLERK



Davis Graham & Stubbs LLP

January 8, 2009

VIA ELECTRONIC FILING

Ms. Ann Cole
Office of Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

Re: Docket No. 080648-TX, Qwest Communications Corporation –
Conversion to LLC and Name Change

Dear Ms. Cole:

On October 22, 2008, Qwest Communications Corporation (“QCC”) provided notice to the Florida Public Service Commission (“Commission”) that it was in the process of converting from a corporation to a limited liability company (“LLC”) (the “Conversion”), pursuant to Delaware law (the Delaware Limited Liability Company Act (“DLLCA”)). The company advised it would be named Qwest Communications Company, LLC (“Qwest LLC”).

Qwest LLC hereby notifies the Commission the Conversion was completed and effective on January 2, 2009. The documents evidencing the Conversion are attached for the Commission’s file. As a result of this Conversion, there will be no change to Qwest LLC’s operations, management, services or rates, or its compliance with its regulatory obligations in Florida. Qwest LLC will file tariffs reflecting the name change to be effective January 12, 2009.

Thank you for your attention to this matter. If the Commission has any questions regarding this transaction, please feel free to contact me.

Very truly yours,

Steven H. Denman

SHD/tj
Attachments

cc: Barbara J. Brohl
Ms. Toni Joy McCoy, Regulatory Analyst

9040 Town Center Parkway, Suite 213, Lakewood Ranch, FL 34202
Phone: 941-487-3657 Fax: 941-552-5650 Steve.Denman@dgsllaw.com

#886355.1

DOCUMENT NUMBER-DATE

00180 JAN-88

FPSC-COMMISSION CLERK



January 6, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

QWEST COMMUNICATIONS COMPANY, LLC
1801 CALIFORNIA STREET
SUITE 5100
DENVER, CO 80202

Qualification documents for QWEST COMMUNICATIONS COMPANY, LLC were filed on January 5, 2009, and assigned document number M0900000032. Please refer to this number whenever corresponding with this office.

Your limited liability company is now qualified and authorized to transact business in Florida as of the file date.

This document was electronically received and filed under FAX audit number H0900000524.

A limited liability company annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-4933 and requesting form SS-4.

Please be aware if the limited liability company address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please contact this office at the address given below.

Carolyn Lewis
Regulatory Specialist II
Registration Section
Division of Corporations

Letter Number: 909A0000201

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Qwest Communications Company, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. 04-6141739
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 06/10/1966 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 01/02/2009
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1801 California Street - Suite 5100, Denver, CO 80202
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

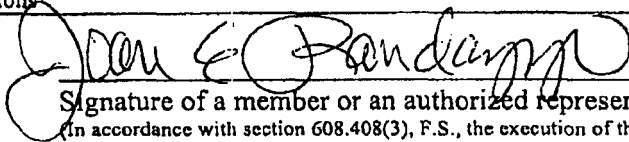
9. The name and usual business addresses of the managing members or managers are as follows:

Qwest Services Corporation
1801 California Street - Suite 5100
Denver, CO 80202

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Telecommunications


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Joan E Randazzo
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Qwest Communications Company, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

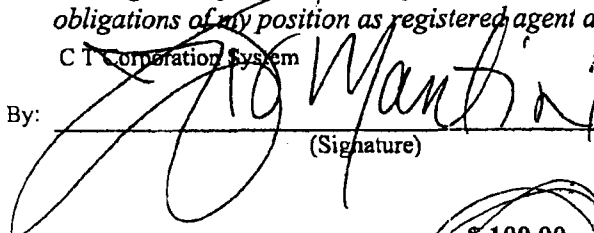
FL 33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

C T Corporation System

By:



(Signature)

James Martin
Assistant Secretary

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QWEST COMMUNICATIONS COMPANY, LLC" 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 SECOND DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

0642301 8300

090000125

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7057241

DATE: 01-02-09

*Statement Attached to Secretary of State Filings
Qwest Communications Corporation
EIN 04-6141739*

Qwest Communications Corporation ("QCC") (EIN 04-6141739) will convert from a Delaware corporation to a Delaware limited liability company ("LLC") on January 2, 2009 under Delaware law (the conversion transaction). As an LLC, QCC will be required to change its name to Qwest Communications Company, LLC ("QCCLLC").

QCC was incorporated in Delaware on June 10, 1966. QCC is currently a wholly owned subsidiary of Qwest Services Corporation ("QSC") (EIN 84-1339283) and is included in the Qwest Communications International Inc. ("QCII") (EIN 84-1339282) consolidated federal income tax return.

QCCLLC will elect to be classified as an association taxable as a corporation pursuant to Treas. Reg. Sec. 301.7701-3, effective as of the date of the conversion transaction. (See attached IRS Form 8832). As a result, QCCLLC will never be treated as a disregarded entity, but will be treated as a continuation of QCC for income tax purposes. The conversion transaction, when combined with QCCLLC's election to be taxed as a corporation, will be a mere change in identity or form and will constitute a reorganization under Internal Revenue Code Sec. 368(a)(1)(F). QCCLLC will retain QCC's federal taxpayer identification number (see PLR 200528021, ruling 5). Under Treas. Reg. Sec. 1.381(a)(2), QCC's tax year will not close as a result of the conversion transaction and no final federal income tax return will be filed.

Because your state conforms to federal entity classification rules, QCCLLC will continue existence as a corporation for state income tax purposes as well; QCCLLC will, effectively, replace QCC for tax purposes in your state by operation of law and, consequently, QCC will not be required to file a final income tax return for federal or state purposes.

Additionally, since QCCLLC will continue existence as a corporation and will continue to use QCC's taxpayer identification number for federal tax purposes, QCCLLC requests that it be allowed to continue to use the various tax accounts (e.g., sales/use tax, payroll withholding, corporate income tax, etc.) already established and used by QCC in your state.

If you have further questions about QCC and the conversion transaction discussed above, please contact Julie Dawson (303-308-5599).

Entity Classification Election

Type or Print	Name of eligible entity making election Qwest Communications Company, LLC	Employer identification number 04 6141739
	Number, street, and room or suite no. If a P.O. box, see instructions. 1801 California St., 25th Floor	
	City or town, state, and ZIP code. If a foreign address, enter city, province or state, postal code and country. Follow the country's practice for entering the postal code. Denver, Colorado 80202	
	▶ Check if: <input type="checkbox"/> Address change	

1 Type of election (see instructions):

- a Initial classification by a newly-formed entity. Skip lines 2a and 2b and go to line 3.
- b Change in current classification. Go to line 2a.

2a Has the eligible entity previously filed an entity election that had an effective date within the last 60 months?

- Yes. Go to line 2b.
- No. Skip line 2b and go to line 3.

2b Was the eligible entity's prior election for initial classification by a newly formed entity effective on the date of formation?

- Yes. Go to line 3.
- No. Stop here. You generally are not currently eligible to make the election (see instructions).

3 Does the eligible entity have more than one owner?

- Yes. You can elect to be classified as a partnership or an association taxable as a corporation. Skip line 4 and go to line 5.
- No. You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity. Go to line 4.

4 If the eligible entity has only one owner, provide the following information:

- a Name of owner ▶ Qwest Services Corporation
- b Identifying number of owner ▶ 84-1339283

5 If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation:

- a Name of parent corporation ▶ Qwest Communications International Inc.
- b Employer identification number ▶ 84-1339282



January 5, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

QWEST COMMUNICATIONS CORPORATION
1801 CALIFORNIA STREET
SUITE 900
DENVER, CO 80202US

Re: Document Number P31106

The Application for Withdrawal of Authority was filed on January 5, 2009, for QWEST COMMUNICATIONS CORPORATION, a Delaware corporation which was authorized to transact business or conduct affairs in Florida.

Your certification is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H09000000522.

Should you have any questions regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Thelma Lewis
Document Specialist Supervisor
Division of Corporations

Letter Number: 209A00000113

State of Florida



Department of State

I certify from the records of this office that QWEST COMMUNICATIONS CORPORATION was a Delaware corporation authorized to transact business or conduct affairs in the State of Florida, qualified on September 25, 1990.

The document number of this corporation is P31106.

I further certify that said corporation filed an Application for Withdrawal of Authority on January 5, 2009 and its status is withdrawn.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes and authenticated by the code, 209A00000113-010509-P31106 -1/1, noted below.

Authentication Code: 209A00000113-010509-P31106 -1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fifth day of January, 2009



Kurt S. Browning
Secretary of State

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Qwest Communications Corporation
(Name of Corporation)

P31106
(Document Number of Corporation (if known))

Delaware
(Incorporated Under Laws of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

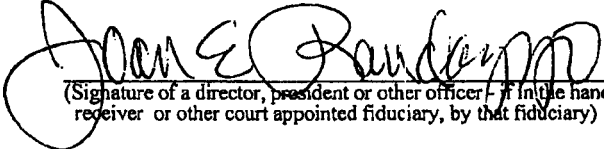
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

1801 California Street - Suite 900
(Mailing Address)

Denver, CO 80202
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

December 26, 2008
(Date)

Joan E. Randazzo
(Typed or printed name of person signing)

Asst. Secretary
(Title of person signing)

FILING FEE \$35

*Statement Attached to Secretary of State Filings
Qwest Communications Corporation
EIN 04-6141739*

Qwest Communications Corporation ("QCC") (EIN 04-6141739) will convert from a Delaware corporation to a Delaware limited liability company ("LLC") on January 2, 2009 under Delaware law (the conversion transaction). As an LLC, QCC will be required to change its name to Qwest Communications Company, LLC ("QCCLLC").

QCC was incorporated in Delaware on June 10, 1966. QCC is currently a wholly owned subsidiary of Qwest Services Corporation ("QSC") (EIN 84-1339283) and is included in the Qwest Communications International Inc. ("QCII") (EIN 84-1339282) consolidated federal income tax return.

QCCLLC will elect to be classified as an association taxable as a corporation pursuant to Treas. Reg. Sec. 301.7701-3, effective as of the date of the conversion transaction. (See attached IRS Form 8832). As a result, QCCLLC will never be treated as a disregarded entity, but will be treated as a continuation of QCC for income tax purposes. The conversion transaction, when combined with QCCLLC's election to be taxed as a corporation, will be a mere change in identity or form and will constitute a reorganization under Internal Revenue Code Sec. 368(a)(1)(F). QCCLLC will retain QCC's federal taxpayer identification number (see PLR 200528021, ruling 5). Under Treas. Reg. Sec. 1.381(a)(2), QCC's tax year will not close as a result of the conversion transaction and no final federal income tax return will be filed.

Because your state conforms to federal entity classification rules, QCCLLC will continue existence as a corporation for state income tax purposes as well; QCCLLC will, effectively, replace QCC for tax purposes in your state by operation of law and, consequently, QCC will not be required to file a final income tax return for federal or state purposes.

Additionally, since QCCLLC will continue existence as a corporation and will continue to use QCC's taxpayer identification number for federal tax purposes, QCCLLC requests that it be allowed to continue to use the various tax accounts (e.g., sales/use tax, payroll withholding, corporate income tax, etc.) already established and used by QCC in your state.

If you have further questions about QCC and the conversion transaction discussed above, please contact Julie Dawson (303-308-5599).

Entity Classification Election

Type or Print	Name of eligible entity making election Qwest Communications Company, LLC	Employer identification number 04 : 6141739
	Number, street, and room or suite no. If a P.O. box, see instructions. 1801 California St., 25th Floor	
	City or town, state, and ZIP code. If a foreign address, enter city, province or state, postal code and country. Follow the country's practice for entering the postal code. Denver, Colorado 80202	

▶ Check if: Address change

1 Type of election (see instructions):

- a Initial classification by a newly-formed entity. Skip lines 2a and 2b and go to line 3.
b Change in current classification. Go to line 2a.

2a. Has the eligible entity previously filed an entity election that had an effective date within the last 60 months?

- Yes. Go to line 2b.
 No. Skip line 2b and go to line 3.

2b. Was the eligible entity's prior election for initial classification by a newly formed entity effective on the date of formation?

- Yes. Go to line 3.
 No. Stop here. You generally are not currently eligible to make the election (see instructions).

3 Does the eligible entity have more than one owner?

- Yes. You can elect to be classified as a partnership or an association taxable as a corporation. Skip line 4 and go to line 5.
 No. You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity. Go to line 4.

4 If the eligible entity has only one owner, provide the following information:

- a Name of owner ▶ Qwest Services Corporation
b Identifying number of owner ▶ 84-1339283

5 If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation:

- a Name of parent corporation ▶ Qwest Communications International Inc.
b Employer identification number ▶ 34-1339282

Delaware

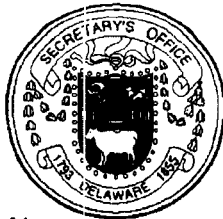
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QWEST COMMUNICATIONS COMPANY, LLC" 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 SECOND DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



0642301 8300

090000125

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7057241

DATE: 01-02-09

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION "QWEST COMMUNICATIONS CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY OF "QWEST COMMUNICATIONS COMPANY, LLC", WAS FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2008, AT 10:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE SECOND DAY OF JANUARY, A.D. 2009.

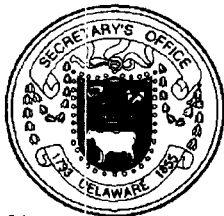
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

0642301 8317

081246556

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7057169

DATE: 12-31-08

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "QWEST COMMUNICATIONS CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "QWEST COMMUNICATIONS CORPORATION" TO "QWEST COMMUNICATIONS COMPANY, LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2008, AT 10:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE SECOND DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



0642301 8100V

081246556

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 7057168

DATE: 12-31-08

CERTIFICATE OF FORMATION

OF

QWEST COMMUNICATIONS COMPANY, LLC


This Certificate of Formation of Qwest Communications Company, LLC (the "Company"), dated as of ~~December~~ 19, 2008, is being duly executed and filed by Joan E. Randazzo, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et. seq.) upon the conversion of Qwest Communications Corporation, a Delaware corporation, to a Delaware limited liability company.

FIRST. The name of the limited liability company formed hereby is Qwest Communications Company, LLC.

SECOND. The address of the registered office of the Company in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The Certificate of Formation shall become effective on January 2, 2009.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.


Joan E. Randazzo
Authorized Person

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "QWEST COMMUNICATIONS COMPANY, LLC" FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2008, AT 10:01 O'CLOCK A.M.

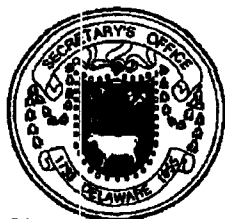
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE SECOND DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

0642301 8100V

081246556



You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7057168

DATE: 12-31-08

CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
QWEST COMMUNICATIONS CORPORATION
(a Delaware corporation)
TO
QWEST COMMUNICATIONS COMPANY, LLC
(a Delaware limited liability company)

This Certificate of Conversion to Limited Liability Company, dated as of December 19, 2008, has been duly executed and is being filed by Qwest Communications Corporation, a Delaware corporation (the "Corporation"), and by Joan E. Randazzo, as an authorized person, to convert the Corporation to Qwest Communications Company, LLC, a Delaware limited liability company (the "LLC"), under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.).

1. The jurisdiction where the Corporation was first incorporated is the State of Delaware. The jurisdiction where the Corporation was incorporated immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is the State of Delaware.
2. The date the Corporation was first incorporated is June 10, 1966.
3. The name of the Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is:
Qwest Communications Corporation
4. The name of the LLC as set forth in the Certificate of Formation is:
Qwest Communications Company, LLC
5. The conversion of the Corporation to the LLC has been approved and adopted in accordance with the provisions of Sections 228 and 266 of the General Corporation Law of the State of Delaware.
6. The effective date of the conversion of the Corporation to a Delaware limited liability company is January 2, 2009.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first above written.

**QWEST COMMUNICATIONS
CORPORATION**


John E. Randazzo, Authorized Person