

# Delaware

The First State

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*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 "TRACFONE WIRELESS, INC." AS RECEIVED AND FILED IN THIS OFFICE.*

*THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:*

*CERTIFICATE OF INCORPORATION, FILED THE NINTH DAY OF MAY, A.D. 2007, AT 6:33 O`CLOCK P.M.*

*RESTATED CERTIFICATE, FILED THE THIRTY-FIRST DAY OF AUGUST, A.D. 2007, AT 12:22 O`CLOCK P.M.*

*CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SEVENTH DAY OF APRIL, A.D. 2008, AT 5:26 O`CLOCK P.M.*

*RESTATED CERTIFICATE, FILED THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2009, AT 2:15 O`CLOCK P.M.*

*CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SIXTEENTH DAY OF DECEMBER, A.D. 2010, AT 2:37 O`CLOCK P.M.*

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

4334531 8100H  
SR# 20180869734

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202122977  
Date: 02-09-18

# Delaware

The First State

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*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION, "TRACFONE WIRELESS, INC.".*



Jeffrey W. Bullock, Secretary of State

4334531 8100H  
SR# 20180869734

Authentication: 202122977  
Date: 02-09-18

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:41 PM 05/09/2007  
FILED 06:33 PM 05/09/2007  
SRV 070544066 - 4334531 FILE

# CERTIFICATE OF INCORPORATION

OF

TracFone Wireless, Inc.

I, THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation is TracFone Wireless, Inc.  
(hereinafter referred to as the "Corporation").

SECOND: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 100,000,000 shares of common stock, with par value of \$.01 per share, all of which shall be voting common stock.

FIFTH: The name and address of the incorporator is as follows:

Alberto Acevedo  
c/o Cleary Gottlieb Steen & Hamilton LLP  
One Liberty Plaza  
New York, New York 10006.

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Corporation shall hold a special meeting of stockholders only: (i) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or (ii) If the holders of not less than 50 percent of all votes entitled to be cast on any issues proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

EIGHTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended or supplemented.

NINTH: (1) The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise

involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in paragraph three (3) below, the Corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors of the Corporation.

(2) The Corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article Ninth or otherwise.

(3) If a claim for indemnification (following the final disposition of such action, suit or proceeding) or advancement of expenses under this Article Ninth is not paid in full within thirty days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if

successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

(4) The rights conferred on any Covered Person by this Article Ninth shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of this certificate of incorporation, the by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

(5) The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or non-profit entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non-profit entity.

(6) Any repeal or modification of the foregoing provisions of this Article Ninth shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

(7) This Article Ninth shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of the Corporation is expressly authorized to make, alter and repeal the bylaws of the Corporation.

ELEVENTH: Gustavo Blanco, whose address is 8390 N.W. 25th Street, Miami, FL 33122, is hereby elected as the sole director of the Corporation to hold office until the first annual meeting of stockholders or until his successors are elected and qualify.

IN WITNESS WHEREOF, I have hereunto set my hand the 9th day of May,  
2007.

/s/ Alberto Acevedo  
Name: Alberto Acevedo  
Title: Sole Incorporator

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:27 PM 08/31/2007  
FILED 12:22 PM 08/31/2007  
SRV 070977300 - 4334531 FILE

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION

OF

TracFone Wireless, Inc.

TracFone Wireless, Inc., a Delaware corporation, does hereby certify as follows:

1. The name of the corporation is TracFone Wireless, Inc. (hereinafter referred to as the "Corporation");
2. The date of the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was May 9, 2007;
3. This Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation and adopted by the stockholders of the Corporation holding a majority of the outstanding common stock of the Corporation in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware;

Upon the filing of this Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, the Corporation's Certificate of Incorporation, is hereby amended, restated and integrated to read in its entirety as follows:

FIRST: The name of the corporation is TracFone Wireless, Inc.  
(hereinafter referred to as the "Corporation").

SECOND: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 100,000,000 shares of common stock, with par value of \$28.78 per share, all of which shall be voting common stock.



FIFTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Corporation shall hold a special meeting of stockholders only: (i) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or (ii) If the holders of not less than 50 percent of all votes entitled to be cast on any issues proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

SIXTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

SEVENTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended or supplemented.

EIGHTH: (1) The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise

involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in paragraph three (3) below, the Corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors of the Corporation.

(2) The Corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article Ninth or otherwise.

(3) If a claim for indemnification (following the final disposition of such action, suit or proceeding) or advancement of expenses under this Article Ninth is not paid in full within thirty days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if

successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

(4) The rights conferred on any Covered Person by this Article Ninth shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of this certificate of incorporation, the by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

(5) The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or non-profit entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non-profit entity.

(6) Any repeal or modification of the foregoing provisions of this Article Ninth shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

(7) This Article Ninth shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

NINTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of the Corporation is expressly authorized to make, alter and repeal the bylaws of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand the 31st day of August,

2007.

A handwritten signature in black ink, appearing to read 'FJ Pollak', is written over a horizontal line.

Name: FJ Pollak  
Title: President

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:26 PM 04/07/2008  
FILED 05:26 PM 04/07/2008  
SRV 080399409 - 4334531 FILE

**STATE OF DELAWARE  
CERTIFICATE OF CHANGE  
OF REGISTERED OFFICE AND/OR  
REGISTERED AGENT**

The Board of Directors of TracFone Wireless, Inc.,  
a Delaware Corporation, on this 7th day of  
April, A.D. 2008, do hereby resolve and order that the  
Location of the Registered Office of this Corporation within this State be, and  
the same hereby is 3411 Silverside Road Rodney Building #104  
Street, in the City of Wilmington,  
County of New Castle County Zip Code 19810.

The name of the Registered Agent therein and in charge thereof upon whom  
process against this Corporation may be served, is Corporate Creations Network Inc.

The Corporation does hereby certify that the foregoing is a true copy of a  
resolution adopted by the Board of Directors at a meeting held as herein  
stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be  
signed by an authorized officer, the 7th day of April,  
A.D., 2008.

By:   
Authorized Officer

Name: Yulia Ogurchikova  
Print or Type

Title: Assistant Secretary

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:17 PM 09/24/2009  
FILED 02:15 PM 09/24/2009  
SRV 090882437 - 4334531 FILE

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION

OF

TracFone Wireless, Inc.

TracFone Wireless, Inc., a Delaware corporation, does hereby certify as follows:

1. The name of the corporation is TracFone Wireless, Inc. (hereinafter referred to as the "Corporation");
2. The date of the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was May 9, 2007;
3. This Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation and adopted by the stockholders of the Corporation holding a majority of the outstanding common stock of the Corporation in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware;

Upon the filing of this Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, the Corporation's Certificate of Incorporation, is hereby amended, restated and integrated to read in its entirety as follows:

FIRST: The name of the corporation is TracFone Wireless, Inc.  
(hereinafter referred to as the "Corporation").

SECOND: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 100,000,000 shares of common stock, with par value of \$27.88 per share, all of which shall be voting common stock.

FIFTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Corporation shall hold a special meeting of stockholders only: (i) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or (ii) If the holders of not less than 50 percent of all votes entitled to be cast on any issues proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

SIXTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

SEVENTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended or supplemented.

EIGHTH: (1) The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise

involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in paragraph three (3) below, the Corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors of the Corporation.

(2) The Corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article Eighth or otherwise.

(3) If a claim for indemnification (following the final disposition of such action, suit or proceeding) or advancement of expenses under this Article Eighth is not paid in full within thirty days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if



successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

(4) The rights conferred on any Covered Person by this Article Eighth shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of this certificate of incorporation, the by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

(5) The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or non-profit entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non-profit entity.

(6) Any repeal or modification of the foregoing provisions of this Article Eighth shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

(7) This Article Eighth shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

NINTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of the Corporation is expressly authorized to make, alter and repeal the bylaws of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand the 14th day of  
September, 2009.

A handwritten signature in black ink, appearing to be 'FJ Pollak', written over a horizontal line.

Name: FJ Pollak  
Title: President

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:39 PM 12/16/2010  
FILED 02:37 PM 12/16/2010  
SRV 101198859 - 4334531 FILE

**STATE OF DELAWARE  
CERTIFICATE OF CHANGE  
OF REGISTERED AGENT AND/OR  
REGISTERED OFFICE**

The Board of Directors of TracFone Wireless, Inc.  
a Delaware Corporation, on this 15th day of  
DECEMBER, A.D. 2010, do hereby resolve and order that the  
location of the Registered Office of this Corporation within this State be, and the  
same hereby is 3411 SILVERSIDE ROAD, RODNEY BUILDING #104  
Street, in the City of WILMINGTON  
County of NEW CASTLE Zip Code 19810

The name of the Registered Agent therein and in charge thereof upon whom  
process against this Corporation may be served, is CORPORATE CREATIONS NETWORK INC.

The Corporation does hereby certify that the foregoing is a true copy of a  
resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be  
signed by an authorized officer, the 15th day of DECEMBER  
A.D., 2010.

By: 

Authorized Officer

Name: Verónica Páez

Print or Type

Title: Special Secretary