

# Delaware

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*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 "ZAYO BANDWIDTH, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ZAYO BANDWIDTH, INC." TO "ZAYO GROUP, LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF FEBRUARY, A.D. 2008, AT 9:32 O'CLOCK A.M.

4346984 8100V

080165531

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6384856

DATE: 02-15-08

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:39 AM 02/15/2008  
FILED 09:32 AM 02/15/2008  
SRV 080165531 - 4346984 FILE

**CERTIFICATE OF CONVERSION  
OF  
ZAYO BANDWIDTH, INC.  
TO  
ZAYO GROUP, LLC**

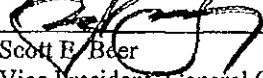
In accordance with the provisions of Section 266 of the Delaware General Corporation Law, Zayo Bandwidth, Inc., a corporation existing under the laws of the State of Delaware (the "Converting Corporation"), hereby adopts and authorizes for filing with the Delaware Secretary of State, this Certificate of Conversion (this "Certificate") for the purpose of converting the Converting Corporation into a limited liability company organized under the laws of the State of Delaware named Zayo Group, LLC (the "New Company").

The undersigned, a duly authorized officer of the Converting Corporation, certifies as follows:

1. The Converting Corporation is a corporation organized under the laws of the State of Delaware.
2. The name of the Converting Corporation immediately prior to the conversion and subsequent filing of this Certificate is Zayo Bandwidth, Inc.
3. The date the Converting Corporation was organized under the laws of the State of Delaware is May 4, 2007 under the name CII Holdco, Inc.
4. The name of the New Company as set forth in its Certificate of Formation is Zayo Group, LLC.

This Certificate is executed by the undersigned authorized officer of the Converting Corporation as of February 15<sup>th</sup> 2008.

**ZAYO BANDWIDTH, INC.,**  
a Delaware corporation

By:   
Name: Scott E. Beer  
Title: Vice President, General Counsel and  
Secretary