

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

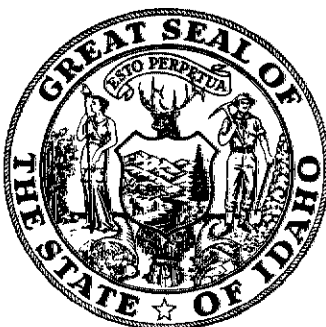
INVISION TELECOM, INC.

File number C 111332

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of INVISION TELECOM, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to INVISION TELECOM, INC. to transact business in this State under the name INVISION TELECOM, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: July 13, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *L. D. [Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following state information:

1. The name of the corporation is InVision Telecom, Inc.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Georgia

4. The date of its incorporation is April 14, 1995 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1150 Northmeadow Pkwy., Ste. 118, Roswell, Georgia 30076

6. The address to which correspondence should be addressed, if different from that in item 5. Same

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(See back on reverse)

Enclosed for the Secretary of State are the application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAH0 SECRETARY OF STATE

7/13/95 9:00:00 AM
Customer # 1239
IVC960002309 16384

COMP CERT AUTHORITY PROFIT

1 @ 20.00 = 20.00
CORPORATION SUR CHARGE

IDAH0 SECRETARY OF STATE
7/13/95 9:00:00 AM
Customer # 1239
IVC960002309 49152

ACA593

File Two Copies along with a Certificate of Corporate Status or Existence

Fee: \$100 if typed with attachments
\$120 if not type or if attachments are included

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 5/15/95

InVision Telecom, Inc.

(Corporation Name)

By Barry E. Selvidge

Barry E. Selvidge Its ~~President~~ Vice President (please specify)

and Deborah H. Reisert

Deborah H. Reisert Its Secretary ~~Assistant Secretary~~ (please specify)

STATE OF Georgia

) ss:

COUNTY OF Fulton

I, Teresa Grace Nerenbaum, a notary public, do hereby certify that on this 24 day of May, 19 95, personally appeared before me Deborah H. Reisert, who being by me first duly sworn, declared that (s)he is the Secretary of _____

InVision Telecom, Inc.

that (s)he signed the foregoing documents as Secretary of the corporation and that the statements therein contained are true.

Notary Public, Fulton County, Georgia
My Commission Expires September 6, 1998

Teresa G. Nerenbaum
Notary Public

BOARD OF DIRECTORS

Terry L. Colbert
Chairman, President and CEO

Non-Management Directors

Robert C. Fisher, Jr.
Paul R. Griffiths
Richard W. Oliver
Stephen E. Raville
Peter A. Schober
Ronald C. Warrington

Terry L. Colbert
Communications Central Inc.
1150 Northmeadow Parkway, #118
Roswell, GA 30076

Stephen E. Raville
First Southeastern Corporation
Suite 350, Building 2
750 Hammond Drive
Atlanta, GA 30328

Robert C. Fisher, Jr.
Massey Burch Investment Group, Inc.
310 25th Avenue North, Suite 103
Nashville, TN 37203

Peter A. Schober
MVP Ventures
45 Milk Street, 9th Floor
Boston, MA 02109

Paul R. Griffiths
RIT Capital Partners plc
27 St. James's Place
London SW1A 1NR
England

Ronald C. Warrington
37 Bayard Street
Allston, MA 02134

Richard W. Oliver
Global Market Associates
885 Curtiswood Lane
Nashville, TN 37204

OFFICERS

***TERRY L. COLBERT**
Chairman of the Board, President and CEO

***RAYMOND L. BROWN**
Vice President, Finance and CFO
Treasurer

***S. MICHAEL STINSON**
Senior Vice President and General Manager, Invision

***R. WARREN OLDHAM**
Vice President, Sales

***BARRY E. SELVIDGE**
Vice President, Regulatory Affairs
General Counsel

***BRUCE E. LAYMAN**
Vice President, Corporate Development

***DEBORAH H. REISERT**
Corporate Secretary

**** CRAIG A. WAGNER**
Assistant Secretary

Business Address

*1150 Northmeadow Parkway, Suite 118, Roswell, Georgia 30076

**Suite 800, The Atlanta Financial Center, 3343 Peachtree Road, N.E., Atlanta, GA 30326

Secretary of State

Corporations Division

Suite 315, West Tower

2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 951250157
CONTROL NUMBER : 9512862
DATE INC/AUTH/FILED : 04/14/1995
JURISDICTION : GEORGIA
PRINT DATE : 05/05/1995
FORM NUMBER : 211

SECRETARY OF STATE
STATE OF IDAHO

CT CORPORATION SYSTEM
ATTN SHARON SERCER
1201 PEACHTREE ST., N.E.
ATLANTA GA 30361

CERTIFICATE OF EXISTENCE

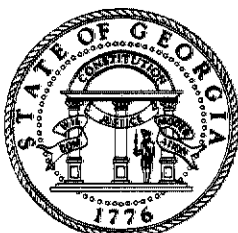
I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

INVISION TELECOM, INC. A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above and was incorporated, formed, or authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution or certificate of cancellation with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta