



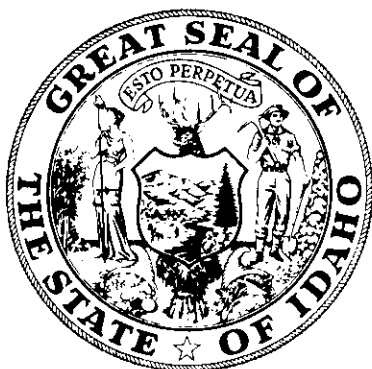
CERTIFICATE OF AUTHORITY
OF

STARCOM, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **STARCOM, 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 **STARCOM, INC.** to transact business in this State under the name **STARCOM, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **April 24, 1985**



SECRETARY OF STATE

Corporation Clerk

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 statement:

1. The name of the corporation is STARCOM, 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 TEXAS

4. The date of its incorporation is APRIL 11, 1984 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

2515 GRAVEL DRIVE FT. WORTH, TEXAS 76118

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

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 proposes to pursue in the transaction of business in Idaho are:

TO PROVIDE LONG DISTANCE SERVICE

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

| Name | Office | Address |
|------------------------|--------------------------|---|
| <u>GLENN BEADLE</u> | <u>PRESIDENT</u> | <u>2515 Gravel Dr. Ft. Worth, TX 76118</u> |
| <u>GENE HATFIELD</u> | <u>VICE PRESIDENT</u> | <u>6731 N. 16th Pl. Phoenix, AZ 85016</u> |
| <u>MICHAEL W. BERG</u> | <u>TREAS. - V. PRES.</u> | <u>5437 Boca Canyon #156 F.W., TX 76116</u> |
| <u>JOYE GREGG</u> | <u>SECRETARY</u> | <u>1881 Airport Frwy. #408 Euless, TX 76039</u> |
| <u>CHUCK GREGG</u> | <u>DIRECTOR</u> | <u>1881 Airport Frwy. #408 Euless, TX 76039</u> |
| <u>DAVID PETERS</u> | <u>DIRECTOR</u> | <u>6817 Sierra Dr. N. Richland Hills, TX</u> |
| <u>RANDY ROSS</u> | <u>DIRECTOR</u> | <u>1132 Boston Blvd. Bedford, TX</u> (continued on reverse) |

10. The aggregate number of shares which it has authority to issue, itemized by class, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are without Par Value |
|------------------|--------|--|
| 1,878,833 | COMMON | TEN CENTS |
| | | |
| | | |

11. The aggregate number of its issued shares, itemized by class, par value of shares, and shares without par value is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are without Par Value |
|------------------|--------|--|
| 1,878,833 | COMMON | TEN CENTS |
| | | |
| | | |

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

13. 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: April 8, 1985

STARCOM, INC.

(Corporation Name)

By Glenn J. Beadle

Its President/ Vice President (please specify)

and David W. Peters

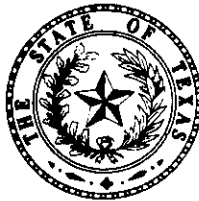
Its Secretary/ Assistant Secretary (please specify)

STATE OF TEXAS)
) ss:
COUNTY OF TARRANT)

I, Stacey L. Sanders, a notary public, do hereby certify that on this 8th day of April, 19 85, personally appeared before me Glenn J. Beadle, who being by me first duly sworn, declared that he is the President of STARCOM, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Stacey L. Sanders
Notary Public



The State of Texas

Secretary of State

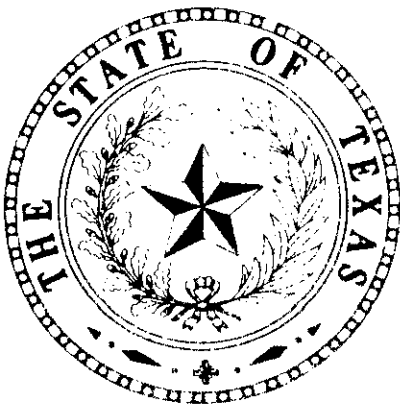
IT IS HEREBY CERTIFIED, THAT

STARCOM, INC.

FILED ARTICLES OF INCORPORATION IN THIS OFFICE AND WAS ISSUED
A CERTIFICATE OF INCORPORATION ON APR. 11, 1984.

THAT SO FAR AS IS SHOWN BY THE RECORDS OF THIS
DEPARTMENT, NO CERTIFICATE OF DISSOLUTION HAS BEEN FILED FOR
SAID CORPORATION, AND IT IS STILL IN EXISTENCE.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO
SIGNED MY NAME AND CAUSED TO BE
IMPRESSED HEREON THE SEAL OF STATE THIS
10TH DAY OF APRIL, A.D. 1985.



A handwritten signature in cursive script, appearing to read "M. Daniel", written over a horizontal line.

Secretary of State