

State of Idaho

Department of State

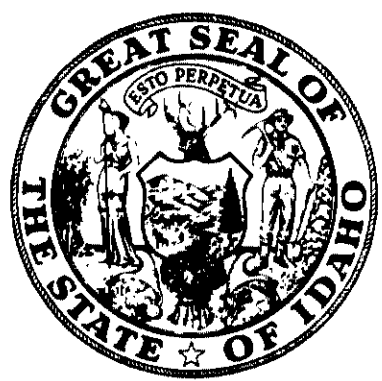
CERTIFICATE OF AUTHORITY OF

PHOENIX NETWORK, INC.

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

Dated December 20, 1990



Pete T. Cenarrusa
SECRETARY OF STATE

Elizabeth M. Baskin
Corporation Clerk

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SECRETARY OF STATE

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 Phoenix Network, 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 Delaware

4. The date of its incorporation is May 17, 1989 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 c/o The Prentice-Hall Corporation System, Inc., 32 Loockerman Square, Suite L-100, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5. One Maritime Plaza, Suite 2525, San Francisco, California 94111

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Phoenix Network, Inc. is a non-facilities based reseller of long distance telecommunication services.

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

Name	Office	Address
<u>See Attachment 1</u>		

(continued on reverse)

Name	Office	Address

REP. HALL S. 10/11/90
 STATE OF CALIFORNIA

- 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: 12/12/90

Phoenix Network, Inc.
 (Corporation Name)
 By Jeffrey Bailey
 Its ~~Secretary~~ Vice President (please specify)
 and J.R. Miller
 Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF California)
 COUNTY OF San Francisco) ss:

I, Ins J. Bates, a notary public, do hereby certify that on
 this 12th day of December, 19 90, personally appeared before
 me Jeffrey L. Bailey, who being by me first duly sworn, declared that ~~he~~
 is the Vice President of Phoenix Network, Inc.

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



Ins J. Bates
 Notary Public

Attachment Number 1

Officers and Directors

Thomas H. Bell One Maritime Plaza, Suite 2525 San Francisco, CA 94111	Chairman, CEO
Marc L. Goyette One Maritime Plaza, Suite 2525 San Francisco, CA 94111	President, COO, Director
James R. Miller One Maritime Plaza, Suite 2525 San Francisco, CA 94111	Executive Vice President, Assistant Secretary, Director
James W. Gallaway One Maritime Plaza, Suite 2525 San Francisco, CA 94111	Director
Stephen D. Cannon One Maritime Plaza, Suite 2525 San Francisco, CA 94111	Director
Charles C. McGettigan One Maritime Plaza, Suite 2525 San Francisco, CA 94111	Director
Merrill L. Magowan One Maritime Plaza, Suite 2525 San Francisco, CA 94111	Director
Jeffrey L. Bailey One Maritime Plaza, Suite 2525 San Francisco, CA 94111	Executive Vice President, CFO
J. Erik Mustad One Maritime Plaza, Suite 2525 San Francisco, CA 94111	Executive Vice President
Kenneth Guernsey One Maritime Plaza, Suite 2525 San Francisco, CA 94111	Secretary

State of Delaware

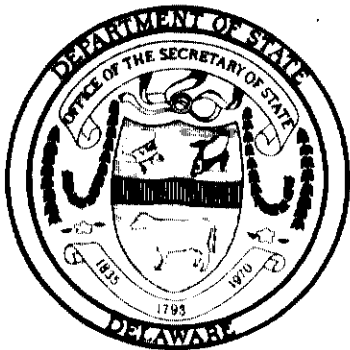


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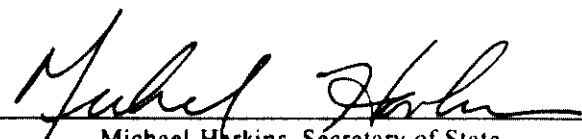
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY PHOENIX NETWORK, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: 12982484
DATE: 12/10/1990