

State of Idaho

Department of State

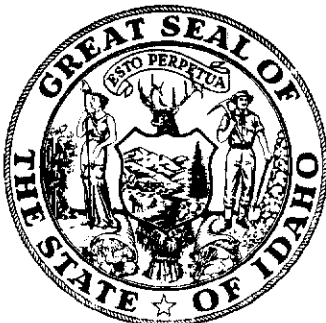
CERTIFICATE OF INCORPORATION OF

THRIFTY PHONE INC.
File number C 118429

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: February 25, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hartley*

ARTICLES OF INCORPORATION
OF
THRIFTY PHONE INC.

FEB 25 2 07 PM '97

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the laws of the State of IDAHO.

ARTICLE I NAME

The name of the corporation shall be THRIFTY PHONE INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of IDAHO, or any other state, county, territory or nation. In particular it shall be the business of the corporation to ENGAGE IN THE BUSINESS OF TELEPHONE COMMUNICATIONS, SUPPLYING ACCESS TO TELEPHONE LINES AND OR AIRWAVES, AND DO ANY AND ALL ACTIVITIES ASSOCIATED WITH THE MARKETING AND SUPPLYING AND ANY AND ALL RELATED ACTIVITIES, INCLUDING CONSTRUCTION AND USE OF BUILDINGS AND EQUIPMENT OF ALL TYPES, MAKES AND DESCRIPTIONS, INCLUDING NEW INSTALLATION, REMODELING, REPAIRING AND REPLACING OF EXISTING STRUCTURES AND EQUIPMENT, AND PROCESSING OF TELECOMMUNICATION ACTIVITIES AND STORE THE PHYSICAL PRODUCTS THEREOF, AND OR TO SELL AND OR HYPOTHECATE THE SAME AND OR TO MORTGAGE THE SAME, AND TO DO ALL THINGS INCIDENTAL THERETO.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a NO PAR value.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be

IDAHO SECRETARY OF STATE
DATE 02/25/1997
0900 67275 2
CK #: 5146 CUST# 77174
CORP 10 100.00= 100.00

2645 NO. COLE ROAD, BOISE, IDAHO 83704, and the name of the initial Registered Agent for the corporation at that address is: BEN RICE.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is initially intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation

without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of ONE DIRECTOR. The initial Board of Directors shall consist of:

DEAN EARL, 3100 NO. ESQUIRE NUMBER 202, BOISE, IDAHO 83704.

ARTICLE IX INCORPORATOR

The name and address of the incorporators are:
DEAN EARL, 3100 NO. ESQUIRE NUMBER 202, BOISE, IDAHO 83704.
The undersigned has hereunto set his hand and seal on this 25th day of
Feb., 1997

Incorporator:

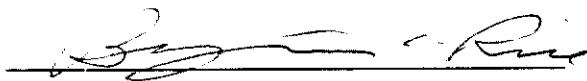

DEAN EARL

STATE OF IDAHO)
)ss
COUNTY OF ADA)

BEFORE ME, the undersigned authority, this day personally appeared DEAN EARL, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 25th day of

February, 1997



Notary Public State of IDAHO, commission Expires: 8-17-2001

ACCEPTANCE

I, BEN RICE am the registered Agent to accept service of process; I agree to keep the office open during prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Ben Rice 2-24-1997
Registered Agent: BEN RICE