

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
WEST TELEMARKETING CORPORATION OUTBOUND**

File Number C 146933

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 31 December 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Monica Okelberry*

202



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

RECEIVED JAN 11: 07

STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

West Telemarketing Corporation Outbound

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

3. It is incorporated under the laws of:

Delaware

4. Its date of incorporation is:

December 31, 2002

5. The address of its principal office is:

101 Sherman Avenue, Coeur D'Alene Kootenai, ID 83814

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

11808 Miracle Hills Drive, Omaha, NE 68154

7. The street address of its registered office in Idaho is:

c/o C T Corporation System, 300 North 6th Street, Boise, Idaho 83702and its registered agent in Idaho at that address is: C T Corporation System

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

Name

Office

Address

See attachedDated: December 2002

Signature:

Paul MendlikTyped Name: Paul M. MendlikCapacity: Chief Financial Officer

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

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Rev/07/2002

IDAHO SECRETARY OF STATE

12/31/2002 05:00

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C 146933

ADDENDUM
TO
APPLICATION FOR CERTIFICATE OF AUTHORITY
STATE OF IDAHO

Names and addresses of directors and officers:

DIRECTORS

ADDRESSES

Gary L. West

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Mary E. West

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Thomas B. Barker

11808 Miracle Hills Drive
Omaha, Nebraska 68154

OFFICERS

TITLE

ADDRESSES

Gary L. West

Chairman of the Board

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Mary E. West

Vice Chairman of
the Board, Secretary

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Thomas B. Barker

Chief Executive Officer

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Nancee R. Berger

Chief Operating Officer

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Paul M. Mendlik

Chief Financial Officer,
Treasurer

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Michael E. Mazour

Executive Vice President

11808 Miracle Hills Drive
Omaha, Nebraska 68154

OM-144638-1

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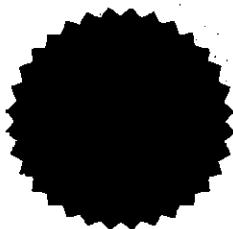
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEST TELEMARKETING CORPORATION OUTBOUND" 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 THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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020808438

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2178555

DATE: 12-31-02