

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY OF

WILTEL, INC.

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

Dated July 24, 1991



Pete T. Cenarrusa
SECRETARY OF STATE

Elizabeth M. Zabala
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

JUL 24 12 59 PM '91
SECRETARY OF STATE

- 1. The name of the corporation is WILTEL, 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 14, 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 Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801
- 6. The address to which correspondence should be addressed, if different from that in item 5. One Williams Center, Tulsa, OK 74172

- 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 CT CORPORATION SYSTEM

- 8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in fiber optics communications and any lawful act or activities for which corporations may be organized.

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

Name	Office	Address
PLEASE SEE ATTACHED		

(continued on reverse)

Name

Office

Address

Name	Office	Address

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: July 22, 1991

WILTEL, INC.
(Corporation Name)

By David R. Bishop Its ~~President~~ Sr. Vice President (please specify)

and David M. Higbee Its ~~Secretary~~ Secretary (please specify)

STATE OF OKLAHOMA)

COUNTY OF TULSA)

I, Becky A. Jordan, a notary public, do hereby certify that on this 22nd day of July, 1991, personally appeared before me David R. Bishop, who being by me first duly sworn, declared that (s)he is the Sr. Vice President of WILTEL, INC.

that (s)he signed the foregoing document as Sr. Vice President of the corporation and that the statements therein contained are true.

Becky A. Jordan 11-18-91
Notary Public

WILTEL, INC.
(Formerly WTG - Central, Inc.)
(List of Directors)

<u>Name</u>	<u>Business Address</u>
David R. Bishop	One Williams Center Suite 2600 Tulsa, OK 74172
Henry C. Hirsch	One Williams Center Suite 2600 Tulsa, OK 74172
Roy A. Wilkens	One Williams Center Suite 2600 Tulsa, OK 74172

WILTEL, INC.
(Formerly WTG - Central, Inc.)
(List of Officers)

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Roy A. Wilkens	Chairman of the Board & President	One Williams Center Suite 2600 Tulsa, OK 74172
David R. Bishop	Senior Vice President, Assistant Secretary & Assistant Treasurer	One Williams Center Suite 2600 Tulsa, OK 74172
Henry C. Hirsch	Senior Vice President, Assistant Secretary & Assistant Treasurer	One Williams Center Suite 2600 Tulsa, OK 74172
Jerry R. Sellers	Senior Vice President, Assistant Secretary & Assistant Treasurer	808 Travis Suite 2100 Houston, TX 77002
John W. Barnett	Vice President, Assistant Secretary & Assistant Treasurer	One Williams Center Suite 2800 Tulsa, OK 74172
Charles M. Cole	Vice President, Assistant Secretary & Assistant Treasurer	One Williams Center Suite 2700 Tulsa, OK 74172
Lawrence C. Littlefield, Jr.	Vice President, Assistant Secretary & Assistant Treasurer	One Williams Center Suite 2900 Tulsa, OK 74172
Paul J. Lee, Sr.	Vice President, Assistant Secretary & Assistant Treasurer	15450 S. Outer Forty Road P. O. Box 1074 Chesterfield, MO 63006
Russ A. Ray	Vice President, Assistant Secretary & Assistant Treasurer	One Williams Center Suite 2500 Tulsa, OK 74172
Gary V. Shaw	Vice President, Assistant Secretary & Assistant Treasurer	One Williams Center Suite 2600 Tulsa, OK 74172
David M. Higbee	Secretary	One Williams Center Suite 3600 Tulsa, OK 74172
Bob F. McCoy	Assistant Secretary	One Williams Center Suite 3600 Tulsa, OK 74172

CONSENT TO USE OF NAME

WILTEL COMMUNICATIONS SYSTEMS, INC., a corporation organized under the laws of the State of Delaware, hereby consents to the qualification of WILTEL, INC. in the State of Idaho.

IN WITNESS WHEREOF, the said WILTEL COMMUNICATIONS SYSTEMS, INC. has caused this consent to be executed by its Senior Vice President and attested under its corporate seal by its Secretary, this 22nd day of July, 1991.

WILTEL COMMUNICATIONS SYSTEMS, INC.

By: _____


David R. Bishop
Senior Vice President

Attest:



David M. Higbee
Secretary

(SEAL)

State of Delaware



JUL 24 12 59 PM '91
SECRETARY OF STATE

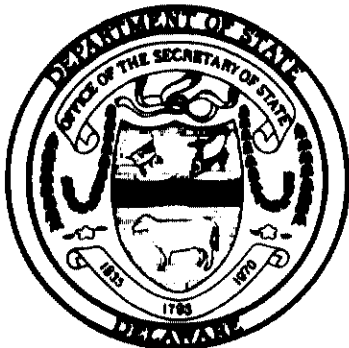
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY WILTEL, 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

* * * * *



721200131

Michael Harkins

Michael Harkins, Secretary of State

*3115771

AUTHENTICATION:

DATE:

07/19/1991