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Department of State.

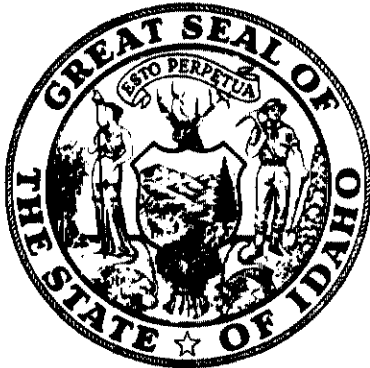
**CERTIFICATE OF AUTHORITY
OF**

PAYTEL NORTHWEST, INC.

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

Dated October 12, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Babala
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 PAYTEL NORTHWEST, INC.

2. The name which it shall use in Idaho is PAYTEL NORTHWEST, INC.

(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 STATE OF WASHINGTON

4. The date of its incorporation is JUNE 23, 1986 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 1321 S. CENTRAL, SUITE "D", KENT, WASHINGTON 98032

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

N/A

7. The street address of its proposed registered office in Idaho is 300 N. 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 BUY, SELL, LEASE AND TRANSACT OTHER BUSINESS REGARDING PAY
TELEPHONES AND TELEPHONE EQUIPMENT AND OTHER RELATED ACTIVITIES

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

Name	Office	Address
<u>RONALD I. McDOUGALL</u>	<u>PRESIDENT</u>	<u>4424-94th N.E., BELLEVUE, WA 98004</u>
<u>RAYMOND E. ORME</u>	<u>VICE-PRES.</u>	<u>POST OFFICE BOX 105, MAPLE VALLEY, WA 98038</u>
<u>JOHN W. SAVERY</u>	<u>SECR/TREAS</u>	<u>14513-16th COURT S.E., MILL CREEK WA 98004</u>
<u>TODD INGRAM</u>	<u>DIRECTOR</u>	<u>530-97th PLACE S.E., BELLEVUE, WA 98004</u>
<u>RAYMOND E. ORME</u>	<u>DIRECTOR</u>	<u>SAME AS ABOVE LISTED</u>
<u>JOHN W. SAVERY</u>	<u>DIRECTOR</u>	<u>SAME AS ABOVE LISTED</u>

(continued on reverse)

Name

Office

Address

Name	Office	Address

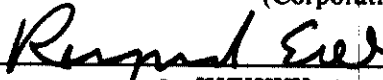
10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

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: OCTOBER 11, 1990

PAYTEL NORTHWEST, INC.

(Corporation Name)

By 
Its ~~President~~ Vice President (please specify)

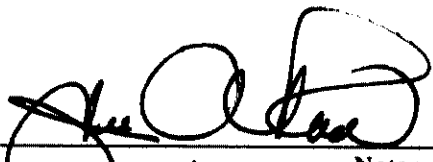
and 
Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF WASHINGTON)

COUNTY OF SNOHOMISH) ss:

I, JULIE A. REID, a notary public, do hereby certify that on this 11th day of OCTOBER, 1990, personally appeared before me RAYMOND E. ORME/THOMAS D. BIGSBY, who being by me first duly sworn, declared that (s)he is the VICE-PRES/ASST. SECR. of PAYTEL NORTHWEST, INC.

that (s)he signed the foregoing document as VICE-PRES/ASST. SECR. of the corporation and that the statements therein contained are true.


Notary Public
My commission expires: 6/11/92



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that, according to records on file in this office, as of the date of this certificate,

PAYTEL NORTHWEST, INC.

is a Washington Profit corporation,

duly authorized to transact business or conduct affairs as a corporation in the State of Washington.

Date: October 9, 1990

Corporation Number: 2-375382-5

Date of Incorporation
or Qualification: June 23, 1986

Given under my hand and the seal of the State
of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

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