

State of Idaho

Department of State

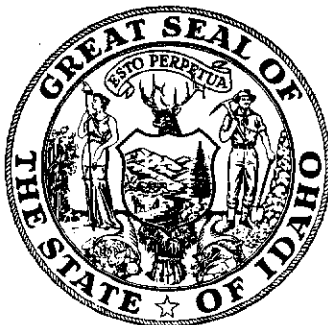
AMENDED CERTIFICATE OF AUTHORITY OF

CHERRY PAYMENT SYSTEMS, INC.
File Number C 96509

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CHERRY PAYMENT SYSTEMS, INC. for an Amended Certificate of Authority to transact business in this State, duly executed 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 Amended Certificate of Authority to CHERRY COMMUNICATIONS INCORPORATED to transact business in this State under the name CHERRY COMMUNICATIONS INCORPORATED and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: November 12, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Harold*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on OCTOBER 10 1991, authorizing it to transact business in the State of Idaho under the name of CHERRY PAYMENT SYSTEMS, INC.

2. Its corporate name has been changed to CHERRY COMMUNICATIONS INCORPORATED

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is CHERRY COMMUNICATIONS INCORPORATED

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

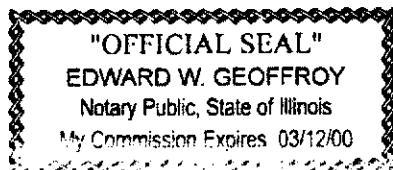
TELECOMMUNICATIONS SERVICES

(Note: If no additional purposes are proposed, insert "No change.")

Dated OCTOBER 17, 1996

CHERRY COMMUNICATIONS INCORPORATED

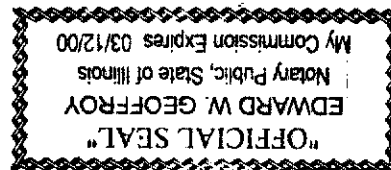
(Corporation Name)



By G. Brown, Jr.
Its President/Vice President (please specify)

And Jo Ann Vaitanas, Secretary
Its Secretary/Assistant Secretary (please specify)

STATE OF ILLINOIS)
COUNTY OF DuPage) ss:



I, EDWARD W. Geoffroy, a notary public, do hereby certify that on this 17th day of October, 1996, personally appeared before me Greg Brown + Jo Ann Vaitanas, who being by me first duly sworn, declared that (s)he is the VICE President + Secretary of CHERRY COMMUNICATIONS

that (s)he signed the foregoing documents as Officers of the corporation and that the statements therein contained are true.

Edward W. Geoffroy

Notary Public

Submit application and filing fee to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAH0 SECRETARY OF STATE

DATE 11/07/1996 0900 37687

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CK #: 20009 CUST# 39989

AMEND CERT

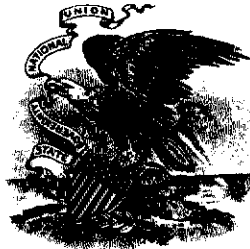
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Nov 12 10 41 AM '96

SECRETARY OF STATE
STATE OF IDAHO

SEAL OF THE STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that **ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION WERE FILED IN THIS OFFICE ON MARCH 9, 1993
CHANGING ITS NAME FROM CHERRY PAYMENT SYSTEMS, INC. TO CHERRY
COMMUNICATIONS INCORPORATED.*******



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 7TH
day of NOVEMBER A.D., 19 96

George H Ryan

SECRETARY OF STATE