

State of Idaho

Department of State

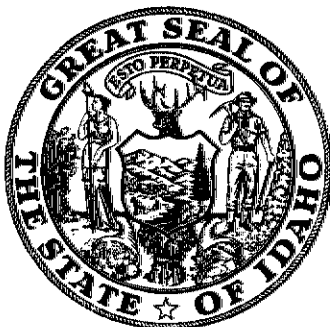
CERTIFICATE OF AUTHORITY OF

PREMIERE COMMUNICATIONS, INC.
File number C 111705

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

Dated: August 15, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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 PREMIERE COMMUNICATIONS, 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 Florida
4. The date of its incorporation is October 21, 1991 and the period of its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o C T Corporation System, 1200 S Pine Island Rd, Plantation FL 33324
6. The address to which correspondence should be addressed, if different than item 5, is 3399 Peachtree Rd. NE, Ste. 400, Atlanta, GA 30326 Attn: Jaryn Thorne
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 C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Telecommunications Services

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
700 West Jefferson, Room 203
P.O. Box 83720
Boise, Idaho 83720-0080

Secretary of State use only

IDAHO SECRETARY OF STATE

8/11/95 9:00:00 AM
Customer # 1239
IVC960007731 16384

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

Name	Office	Address
<u>Boland T. Jones</u>	<u>President and</u>	<u>3399 Peachtree Road, N.E., Suite 400, *</u>
<u>David G. Smith</u>	<u>Exec. VP,</u>	<u>3399 Peachtree Road, N.E., Suite 400, *</u>
<u>Leonard A. DeNittis</u>	<u>VP-Operations</u>	<u>3399 Peachtree Road, N.E., Suite 400, *</u>
<u>Eduard Mayer</u>	<u>Director</u>	<u>3399 Peachtree Road, N.E., Suite 400, *</u>
<u>George Baker</u>	<u>Director</u>	<u>3399 Peachtree Road, N.E., Suite 400, *</u>
<u>Robert A. Jetmundsen</u>	<u>Director</u>	<u>3399 Peachtree Road, N.E., Suite 400, *</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

* Atlanta, Georgia 30326

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, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 7/12/95

PREMIERE COMMUNICATIONS, INC.

(Corporation Name)

By

Boland T. Jones Its President/Vice President (please specify)

and

David G. Smith Its Secretary/Assistant Secretary (please specify)

STATE OF Georgia

COUNTY OF Fulton

ss:

I, Margaret A. Feeney, a notary public, do hereby certify that on

this 12 day of July, 19 95, personally appeared before

me Boland T. Jones, who being by me first duly sworn, declared that (s)he

is the President of _____

PREMIERE COMMUNICATIONS, INC.

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

Margaret A. Feeney
Notary Public, Fulton County, Georgia
My Commission Expires May 18, 1999

Notary Public

State of Florida



Department of State

AUG 11 8 59 AM '95
SECRETARY OF STATE
STATE OF FLORIDA

I certify from the records of this office that PREMIERE COMMUNICATIONS, INC., is a corporation organized under the laws of the State of Florida, filed on October 22, 1991, effective October 21, 1991.

The document number of this corporation is S89009.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1995, that its most recent annual report was filed on August 7, 1995, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Seventh day of August, 1995



CR2EO22 (2-95)

Sandra B. Mortham

Sandra B. Mortham
Secretary of State