



Department of State

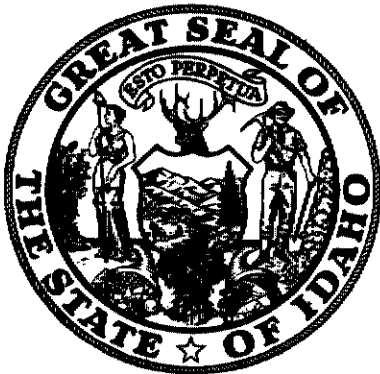
**CERTIFICATE OF INCORPORATION
OF**

CELLULAR EXCHANGE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **May 12, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Lucy J. Clark*

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SEC. OF STATE
ARTICLES OF INCORPORATION
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OF
CELLULAR EXCHANGE, INC. ^{TB.}

The undersigned, acting as incorporator(s) of a corporation under the Idaho Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Cellular Exchange, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100, at a par value of .50¢ per share.

FIFTH: There are no provisions denying preemptive rights.

SIXTH: Provisions for the regulation of the internal affairs of the company will be handled by a board of directors.

SEVENTH: The address of the initial registered office of the corporation is 5253 Overland rd. Boise Idaho, 83705, and the name of its initial registered agent at such address is Tony Betts.



EIGHTH: The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
TONY BETTS	15 MARGO SUBDIVISION, DONNELLY ID. 83615
MIKE HENRY	11770 W. AMITY RD. BOISE, ID. 83709

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
TONY BETTS	15 MARGO SUBDIVISION, DONNELLY ID. 83615
MIKE HENRY	11770 W. AMITY RD. BOISE, ID. 83705

Dated this 12th day of May, 1989.



incorporators