

FILED

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

ROCKY MOUNTAIN COMMUNICATIONS, INC.

The undersigned, acting as the Board of Directors of Rocky Mountain Communications, Inc., ("Corporation"), pursuant to the Idaho Business Corporation Act ("Act") do hereby adopt the following Amended and Restated Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: Rocky Mountain Communications, Inc.

ARTICLE II: PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Act.

ARTICLE IV: INCORPORATORS

The name and street addresses of the persons constituting the incorporators and the initial Board of Directors for purposes of these Amended and Restated Articles of Incorporation are as follows:

Name	Address
Michael A. Lukes	2600 Rosehill, #201, Boise, ID 83701
Shane F. Jimenez	2600 Rosehill, #201, Boise, ID 83701
Pattie E. Lukes	2600 Rosehill, #201, Boise, ID 83701

ARTICLE V: REGISTERED OFFICE AND AGENT

The registered office and principal place of business of the Corporation shall be 2600 Rosehill, #201, Boise, Idaho 83701. The name of the initial registered agent at this address is Pattie E. Lukes.

IDAHO SECRETARY OF STATE

05/13/1999 09:00
CK: 1537 CT: 62342 DH: 216624

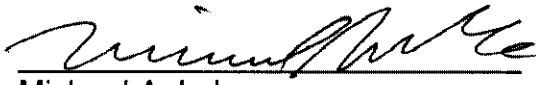
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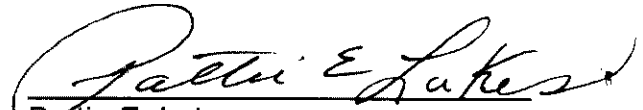
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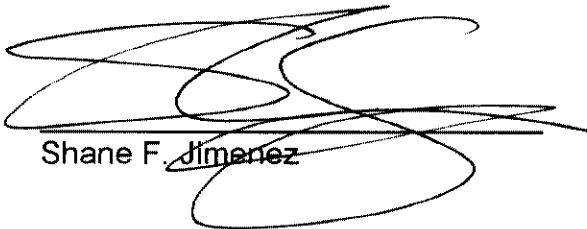
ARTICLE VI: AUTHORIZED SHARES

The number of shares of stock the corporation is authorized to issue is fifty million (50,000,000) common stock at \$.0001 par value per share, and twenty-five million (25,000,000) preferred stock at \$.0001 par value per share. The board of directors may determine, in whole or in part, the preferences, limitations, and relative rights, within the limits of section 30-1-601, Idaho Code, of: (a) any class of shares before the issuance of any shares of that class, or (b) one (1) or more series within a class before the issuance of any shares of that series. Each series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, with those of other series of the same class. Before issuing any shares of a class or series created under this section, the corporation shall deliver to the secretary of state for filing articles of amendment, which are effective without shareholder action, that set forth the information required by section 30-1-602, Idaho Code.

WHEREFORE, the above named Directors and Incorporators of Rocky Mountain Communications, Inc., hereby affirm and subscribe that these Amended and Restated Articles of Incorporation were adopted by the members of the corporation this 3 day of May, 1999.


Michael A. Lukes


Pattie E. Lukes


Shane F. Jimenez

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**AFFIDAVIT AS TO ADOPTION OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ROCKY MOUNTAIN COMMUNICATIONS, INC.**

STATE OF IDAHO)
COUNTY OF ADA) ss.

I, Michael A. Lukes, being duly sworn, deposes and says:

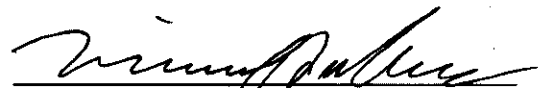
1) That I am the Chief Executive Officer of Rocky Mountain Communications, Inc., a corporation organized and existing under and by virtue of the laws of the State of Idaho (the "Corporation").

2) That the Board of Directors of the Corporation, on April 29, 1999, adopted Amended and Restated Articles of Incorporation for the Corporation and voted to recommend to the shareholders of the Corporation that the Corporation's Articles of Incorporation be amended and restated.

3) That the text of each amendment adopted by the Board of Directors of the Corporation and recommended for adoption by the shareholders of the Corporation are contained in the Amended and Restated Articles of Incorporation of Rocky Mountain Communications Inc., the original of which is attached hereto and incorporated herein.

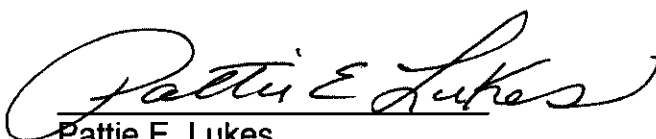
4) That a special meeting of the shareholders of the Corporation was noticed on April 30, 1999, that waivers of statutory notice requirements were signed and received by all shareholders of the company and a shareholders meeting was held May 4, 1999 for the purpose of approving and adopting the foregoing Amended and Restated Articles of Incorporation of Rocky Mountain Communications, Inc., and such were approved and adopted by more than a majority of the voting power of the shareholders of the Corporation with 123,369 shares of the Corporation issued, 100,753 shares voting in favor of adoption and 0 share voting opposed thereto.

DATED this 3 day of May, 1999.



MICHAEL A. Lukes
CEO, Rocky Mountain Communications, Inc.

ATTEST:



Pattie E. Lukes
Secretary, Rocky Mountain Communications, Inc.

STATE OF IDAHO)

) ss

County of Ada)

On this 12 day of ~~December~~ May, ~~1998~~ 1999, before me, the undersigned notary public in and for said state, personally appeared MICHAEL A. LUKES., known or identified to me to be the CEO of Rocky Mountain Communications, Inc., the corporation that executed the within and forgoing instrument and acknowledged to me that he executed the same on behalf of Rocky Mountain Communications, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

[Seal]

Janis R. McMillon
Notary Public for the State of Idaho
Residing at: Boise, Id.
My Commission Expires: 3-31-01

STATE OF IDAHO)

) ss

County of Ada)

On this 12 day of ~~November~~ May, ~~1998~~ 1999, before me, the undersigned notary public in and for said state, personally appeared Pattie E. Lukes, known or identified to me to be the Secretary of Rocky Mountain Communications, Inc, the corporation that executed the within and forgoing instrument and acknowledged to me that she executed the same on behalf of Rocky Mountain Communications, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

[Seal]

Janis R. McMillon
Notary Public for the State of Idaho
Residing at: Boise, Id.
My Commission Expires: 3-31-01