

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

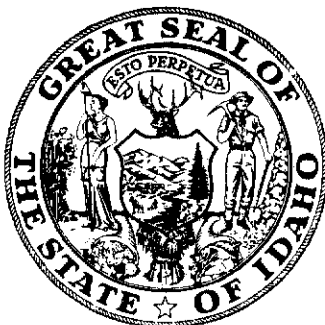
VECTRA COMMUNICATIONS, INC.

File number C 118189

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: February 6, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Redman*

ARTICLES OF INCORPORATION
OF

VECTRA COMMUNICATIONS, INC.

FEB 5 8 36 AM '97
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is VECTRA COMMUNICATIONS, INC.

SECOND: The period of this corporation's duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to the business of communications.

FOURTH: Provisions denying preemptive rights are: Pursuant to the By-Laws.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 shares of no par value.

SIXTH: Provisions for the regulation of the internal affairs of the corporation: Pursuant to the By-Laws.

SEVENTH: The address of the initial registered office of the corporation is 2110 Ironwood Parkway, Suite 200, Boise, ID 83725.

ARTICLES OF INCORPORATION - 1

IDAHO SECRETARY OF STATE
DATE 02/06/1997
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CK #: 10448 CUST# 20062
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d'Alene, Idaho 83814 and the name of the registered agent at such address is DAN E. EDWARDS.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is three (3), 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>
Dan E. Edwards	2110 Ironwood Parkway Suite 205 Coeur d'Alene, Idaho 83814
Carrie L. Edwards	2110 Ironwood Parkway Suite 205 Coeur d'Alene, Idaho 83814
James B. Palmer	4629 Maurey Road Jackson, Mississippi 39211

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Dan E. Edwards	2110 Ironwood Parkway Suite 205 Coeur d'Alene, Idaho 83814

DATED this 3rd day of February, 1997.




Dan E. Edwards

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 3rd day of February, 1997, before me, the undersigned Notary Public, personally appeared DAN E. EDWARDS, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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



Notary Public for Idaho
Residing at Coeur d'Alene
My Commission expires: 9-3-2000