



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

NORTHWEST NCN, 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: January 18, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zabala

ARTICLES OF INCORPORATION
OF
NORTHWEST NCN, INC.

RECEIVED
SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, being a natural person of legal age and acting as the incorporator under the provisions of the Idaho General Business Corporations Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation shall be:
NORTHWEST NCN, INC.

ARTICLE II

PURPOSES AND POWERS

Section 1. Purposes. Without in any way limiting the powers granted by the laws of the State of Idaho, the purposes for which this corporation is formed are as follows:

1.1 To engage in the ownership, operation, management, organization, or direction of one or more franchises for the main purpose of selling long distance telephone service in Washington and Oregon; to conduct the aforesaid business and all of its branches, and to do such other things as are incidental, proper and necessary in the operation of the business; and in carrying out any or all described purposes, to design, manufacture, assemble, buy, sell, import, export, display, distribute, rent,

repair, maintain, equip, operate, use, or otherwise deal in and with, at wholesale and at retail, and as principal, agent, backer, broker, commission merchant, or in any other lawful capacity.

1.2 In addition thereto, the corporation is formed to engage in any other business or trade which, in the opinion of the directors of the Company, may be advantageously carried on in connection with or auxiliary to the primary business, and to do all things as are incidental or conducive to the above objects or any of them.

1.3 To engage in activities that are necessary, suitable, or convenient for the accomplishment of the above mentioned purposes or which are incidental thereto, or connected therewith.

1.4 To conduct its business and carry out the above purposes in any state, territory, district, or possession of the United States of America, or any foreign country to the extent not forbidden by law.

Section 2. Powers. Pursuant to the general purposes of the corporation, the corporation is hereby authorized and empowered to do any act or carry on any business in the State of Idaho authorized by the corporation and the State of Idaho as necessary to compliment and augment the general purposes of the corporation, including, but not limited to:

2.1 To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein

set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes or powers.

2.2 To do and perform any and all lawful business for which corporations may be incorporated for business under the Idaho Business Corporations Act.

ARTICLE III

EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV.

STOCK

Section 1. Description of Classes or Shares. There shall be one class of shares, all of which shall be common shares.

Section 2. Number of Shares. The aggregate number of shares which this corporation shall have authority to issue is One Thousand (One Thousand) shares with no par value.

Section 3. Voting Rights. Each share shall have equal voting powers; each share entitling the holder to one (1) vote.

Section 4. Nonassessable. No shares shall be issued until the same are fully paid for, and when fully paid for the same shall be nonassessable. There shall be stated on each stock certificate in print the following: "The shares represented by this certificate are fully paid for and nonassessable."

Section 5. Internal Revenue Code Section 1244. All stock

issued shall be considered "Section 1244 Stock" as is defined under Internal Revenue Code Section 1244. Any individual or partnership receiving such stock shall be entitled to any benefits as explained in that Internal Revenue Code Section.

ARTICLE V.

REGISTERED AGENT AND OFFICE

The name of the registered agent and the location of the registered office of the corporation are:

Steven E. Carr, 482 Constitution Way, Ste. 111, Idaho Falls, Idaho, 83402.

ARTICLE VI.

INCORPORATOR

The name and address of the incorporator is as follows:

Randy Francis, 1650 S. Woodruff Avenue, Idaho Falls, ID 83404.

ARTICLE VII.

The name and post office address of the initial Directors named by the incorporator to serve until the first election of the directors shall be as follows:

Randy Francis, 1650 S. Woodruff Avenue, Idaho Falls, ID 83404.

Tom Mitchell, 5444 Hacienda Dr., Idaho Falls, ID 83406

Mike Francis, 46 S. 2 E., Teton, Idaho.

Ray Peterson, 400 I Street, Idaho Falls, ID 83402

Steven E. Carr, 2370 Tasman, Idaho Falls, ID 83403.

ARTICLE VIII.

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation and the provisions set forth in the By-laws.

ARTICLE IX

In the furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt By-Laws for the corporation as are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation. Any By-Law or By-Laws so adopted by the Board of Directors may be amended or repealed by a vote of holders of record of a majority of the corporation's stock at any regular shareholder's meeting or any special shareholder's meeting called for that purpose.

ARTICLE X

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation, by an affirmative vote of stockholders with fifty-one percent (51%) of its voting stock at a meeting of the stockholders called for that purpose in the manner, not inconsistent with law, set forth in the By-Laws. In the event of such dissolution, the affairs of the corporation shall be wound up in a manner provided by Idaho law.

DATED this 16 day of January, 1990.


Incorporator

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 16th day of January, 1990, before me, the undersigned, a notary public in and for said state, personally appeared Randy Francis, known to me to be the person whose name is subscribed to the within 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 in this certificate first above written.

Tamara L. Williams
Notary public for Idaho
Residing at Idaho Falls
My commission expires: 4.27.94