



**CERTIFICATE OF INCORPORATION
OF**

PROTEL CORPORATION

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 2, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Martinez*

ARTICLES OF INCORPORATION

OF

PROTEL CORPORATION

FEB 2 11 29 AM '88
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST: The name of the Corporation shall be PROTEL CORPORATION.

SECOND: This Corporation is formed and organized to engage in the business of telecommunications or such other business as the Board of Directors may from time to time determine, and shall have all of the statutory powers conferred upon corporations by Title 30 of the Idaho Code, as it now exists or may from time to time be amended.

THIRD: The Corporation shall have a perpetual existence.

FOURTH: The location and post office address of the registered office of the Corporation shall be 1323 South Five Mile, Boise, Idaho 83709. The name of the registered agent of the Corporation who may be found at that address is Duane L. Greer.

FIFTH: The amount of capital stock of this Corporation shall be and is 1,000,000 shares of common stock at no par value.

SIXTH: The name and post office address of the Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Duane L. Greer	1323 So. Five Mile Boise, Idaho 83709

SEVENTH: The names and post office addresses of the initial Directors of the Corporation, appointed by the Incorporator to serve until the first election of Directors, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Duane L. Greer	1323 So. Five Mile Boise, Idaho 83709

EIGHTH: The private property of the Stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the Corporation shall not be subject to assignment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

NINTH: The number of Directors of the Corporation shall be as specified in the Bylaws, provided the number of Directors of the Corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the Stockholders and until their successors are elected and qualified.

TENTH: Stockholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations of the Corporation convertible into stock.

ELEVENTH: A voluntary sale, lease or exchange of all of the property and assets of the Corporation, including its good will and its corporate franchise, may be made by the Board of Directors after authorization by the Shareholders upon such terms and conditions as it may deem expedient and for the best interests of the Corporation.

TWELFTH: No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of the Corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

THIRTEENTH: The Board of Directors is expressly authorized to repeal and amend the Bylaws of the Corporation and to adopt new Bylaws, and the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, in the manner now or hereafter prescribed by law, by a majority vote of the Stockholders represented in person or by proxy, at any annual meeting of the Stockholders or at any meeting duly called for that purpose, except where the laws of said State of Idaho otherwise provide.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of February, 1987.


DUANE L. GREER

"Incorporator"

STATE OF IDAHO)
)
County of Ada)

On this 1st day of February, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared DUANE L. GREER known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same, and that he is a person over the age of eighteen (18) years and a citizen of the United States of America.

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 Boise, therein.

(Seal)