

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PHOENIX CELLULAR, INC.

File number C 107579

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: September 6, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature] *[Signature]*

RECEIVED
SEC. OF STATE

194 SEP 6 PM 2 46

ARTICLES OF INCORPORATION

OF

PHOENIX CELLULAR, INC.

IDAHO SECRETARY OF STATE
19940906 0900 26159 2
CK #: 1680 CUST# 4894
CORP
100.00= 100.00

: C

KNOW ALL MEN BY THESE PRESENTS, That we, **JOHN KASERMAN** and **CYNTHIA KASERMAN**, residents of the State of Idaho and citizens of the United States and natural persons of full age, have this day voluntarily associated ourselves for the purpose of forming a corporation for profit under the laws of the State of Idaho, and we do hereby certify and state:

I.

The name of this corporation is: Phoenix Cellular, Inc.

II.

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

III.

Said corporation is formed for the following purposes:

A. Sales and service of cellular phones and such other lawful activities as the Board of Directors from time to time shall approve.

B. To lend or advance money or give credit to such person, firms, corporations or associations on such terms as may seem expedient;

C. To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, or dispose of all such property, real and personal, as may be necessary or convenient in connection with

the aforesaid business of the company;

D. To carry on other business, of any nature, whatsoever, which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of any of the corporation's property or rights or generally to enhance the profitability of the corporation;

E. If deemed advisable by the corporation, to establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or co-employees of the corporation, the stockholders of the company or their heirs, to grant pensions to employees and stockholders, and to make payments toward insurance;

F. The corporation shall have the power to buy its own stock and to hold the same as treasury stock and to sell and/or otherwise dispose of the same;

G. To acquire the good will, right, property and assets of all kinds and to undertake the whole or any part of liabilities of any person, firm, association or corporation on such terms and conditions that may be agreed upon; to pay for the same in cash, stocks, bonds, debentures or other securities of this corporation or otherwise; and to acquire and/or take all or any part of the business, assets, liabilities of any person, firm, association or corporation;

H. To borrow money of any person, firm or corporation

and to issue bonds, debentures or obligations of this corporation from time to time for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust or any other lawful means with property of the corporation;

I. To do any and all things necessary, suitable or proper for the accomplishment of any of the purposes, for the attainment of any of the objects, for the exercise of any of the powers herein set forth, whether specified herein or not.

The several causes contained in this statement of purposes shall be construed as both purposes and powers, and that statements contained in each clause shall in no way be limited or restricted by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein expressly declared shall be deemed to preclude powers or purposes not so declared, and that all other lawful powers not inconsistent herewith are hereby included.

IV.

The location and post office address of the registered office of the corporation shall be 1275 South 2150 East, Hazelton, Idaho, 83335, and the registered agent is John Kaserman at 1275 South 2150 East, Hazelton, Idaho, 83335.

V.

The number of directors of this corporation shall be not less than three directors, except that in cases where all shares of the corporation are owned beneficially and of record by either one

or two stockholders, the number of directors may be less than three, not less than the number of stockholders. The names and addresses of the directors are as follows:

John Kaserman
1275 South 2150 East
Hazelton, Idaho 83335

Cynthia Kaserman
1275 South 2150 East
Hazelton, Idaho 83335

VI.

There shall be one class of capital stock of the corporation and it shall be known as common stock. The stock shall be no par with 100 shares of stock authorized. All of said stock shall be non-assessable.

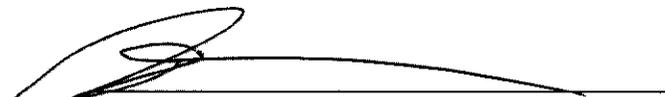
VII.

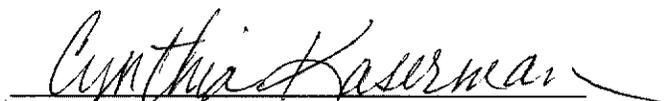
The names of the incorporators, subscribers and number of shares respectively for which they have subscribed and the amount to be paid by them are as follows:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>AMOUNT</u>
John Kaserman	1275 South 2150 East Hazelton, ID 83335	1	\$1.00

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws may be amended, adopted, or repealed by a majority vote of the stock issued.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 1st day of September, 1994.


JOHN KASERMAN


CYNTHIA KASERMAN

STATE OF IDAHO)
 : ss.
County of Twin Falls)

JOHN KASERMAN, being first duly sworn upon oath, deposes and says:

That he is one of the incorporators in the above Articles of Incorporation; that he has read the foregoing Articles of Incorporation, knows the contents thereof, and believes the facts stated therein to be true and correct.


JOHN KASERMAN

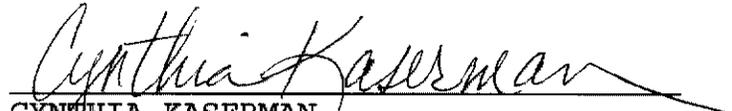
SUBSCRIBED AND SWORN to before me this 1st day of September, 1994.


Notary Public for Idaho
Residing at Twin Falls
Commission Expires: 8-26-99

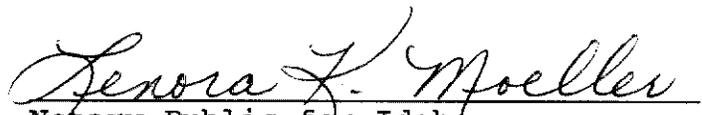
STATE OF IDAHO)
 : ss.
County of Twin Falls)

CYNTHIA KASERMAN, being first duly sworn upon oath, deposes and says:

That she is one of the incorporators in the above Articles of Incorporation; that she has read the foregoing Articles of Incorporation, knows the contents thereof, and believes the facts stated therein to be true and correct.


CYNTHIA KASERMAN

SUBSCRIBED AND SWORN to before me this 1st day of September, 1994.


Notary Public for Idaho
Residing at Twin Falls
Commission Expires: 8-26-99