



**CERTIFICATE OF INCORPORATION
OF**

MARTELL TELECOMMUNICATIONS COMPANY

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: July 27, 1938



SECRETARY OF STATE

by: _____

JUL 27 9 07 AM '88

ARTICLES OF INCORPORATION
OF
MARTELL TELECOMMUNICATIONS COMPANY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, being a natural person of full age and a citizen of the United States of America, in order to form a corporation for the purpose hereinafter stated, pursuant to the Idaho Business Corporation Act, does hereby certify as follows:

Article I. The name of this corporation is MARTELL TELECOMMUNICATIONS COMPANY. The duration of this corporation is perpetual.

Article II. The purpose of this corporation is to engage in any or all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

Article III. This corporation is authorized to issue only one class of shares of stock. The total number of shares of authorized stock and the par value thereof are as follows:

<u>Type</u>	<u>Number</u>	<u>Par</u>	<u>Aggregate</u>
Common	2,500	\$100.00	\$250,000.00

Article IV. The description and characteristics of the common shares of stock are as follows:

A. The holders of common stock are entitled to all dividends declared by the board of directors.

B. Each stockholder of common stock of record shall be entitled at all meetings of the corporation and in any other matters requiring a vote, to one vote for each share of stock standing in his name upon the books of the corporation.

Article V. The address of the initial registered office of the corporation is P.O. Box 969, 114 North Commercial Street, Glenns Ferry, Idaho 83623. The registered agent located at the registered office is James R. Martell.

PELAVIN, NORBERG & BECK

A PROFESSIONAL CORPORATION

TWO EMBARCADERO CENTER • 23RD FLOOR • SAN FRANCISCO 94111-3993

Article VI. The initial board of directors of this corporation shall consist of three (3) directors. The names and addresses of the directors are as follows:

<u>Name</u>	<u>Address</u>
James R. Martell	P.O. Box 969 114 North Commercial Street Glenns Ferry, ID 83623
Carmela Martell	P.O. Box 969 114 North Commercial Street Glenns Ferry, ID 83623
Michael Martell	P.O. Box 969 114 North Commercial Street Glenns Ferry, ID 83623

Article VII. The name and address of the incorporator of this corporation is Karen Ackerman, Pelavin, Norberg & Beck, Two Embarcadero Center, Suite 2360, San Francisco, California 94111.

Article VIII. These Articles of Incorporation may be amended in accordance with provisions of the statutes of the State of Idaho.

IN WITNESS WHEREOF, the incorporator has set her hand this 13th day of July, 1988.



Karen Ackerman, Incorporator