

**ARTICLES OF INCORPORATION
OF**

Gem State Internet, Inc.

The undersigned, acting as the incorporate of a corporation (hereinafter referred to as the "Corporation"), under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the Corporation:

ARTICLE I. NAME

The name of the Corporation shall be Gem State Internet, Inc.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES AND POWERS

SECTION 1. The purpose for which the Corporation is organized is: The transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

SECTION 2. The corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in the appropriate sections of the Idaho Code, as amended and supplemented.

ARTICLE IV. AUTHORIZED SHARES

SECTION 1. NUMBERS. The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 100,000. The stock shall have \$ 1.00 par value.

SECTION 2. Dividends. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

SECTION 3. STOCK NON ASSESSABLE. The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

SECTION 4. VOTING POWER. The entire voting power for the election of the Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

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IDAHO SECRETARY OF STATE
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ARTICLE V. PREEMPTIVE RIGHTS

Shareholders 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 convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

ARTICLE VI. REGISTERED OFFICE

The address of the initial registered office of the Corporation is 2600 Rose Hill, Suite 201, Boise, Idaho, 83705, and the name of its initial registered agent is Shane F. Jimenez.

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors 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

<u>NAME</u>	<u>ADDRESS</u>
Shane F. Jimenez	9001 W. Duck Lake Drive, Boise, Idaho 83714
Michael A. Lukes	3185 E. Boulder Heights Drive, Boise, Idaho 83712
Brian A. Pettersen	2025 E. Lincoln Circle, Salt Lake City, UT 84124

~~ARTICLE VII. INCORPORATOR~~

<u>NAME</u>	<u>ADDRESS</u>
Shane F. Jimenez	9001 W. Duck Lake Drive, Boise, Idaho 83714

DATED THIS 2nd DAY OF June 19 98.

STATE OF IDAHO)

:SS

COUNTY OF ADA)

ON THIS 2nd DAY OF June, 1998, BEFORE ME THE UNDERSIGNED NOTARY PUBLIC IN AND FOR THE STATE OF IDAHO, PERSONALLY APPEARED Shane F. Jimenez KNOWN TO ME TO BE THE PERSON (S) WHOSE NAME IS SUBSCRIBED TO THE WITHIN INSTRUMENT AND ACKNOWLEDGE 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 ABOVE WRITTEN HEREIN,

Marilyn J. Luna
NOTARY PUBLIC FOR IDAHO
RESIDING AT Boise Idaho
MY COMMISSION EXPIRES February 8, 2000