



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

ADVANTAGE COMMUNICATIONS, 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: June 10, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *M. Richards*

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

Advantage Communications, Inc.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is

Advantage Communications, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

To provide all manner of telecommunications services to customers, either directly or as agent or reseller for other telecommunications providers.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is five thousand (5,000) Common shares with one cent (\$.01) par value.

FIFTH: No shares of the capital stock of the corporation shall be assigned, encumbered or transferred (voluntarily or involuntarily, of record or beneficially), whether by operation of law, gift, court order, pledge, foreclosure, marital property division or otherwise, unless the subject shares are first offered for sale to the corporation by delivery to the board of directors by the proposed transferor of written notice ("Transfer Notice"), which notice shall include (a) the name of the proposed transferee, (b) all relevant terms of such transfer, including the price (if any), (c) the price at which the proposed transferor is willing to sell or transfer the subject shares to the corporation, and (d) the name of one arbitrator. The board of directors may at any time within thirty days after receipt of the Transfer Notice accept the offer or elect to have the price of the subject shares determined by arbitration as provided below. Failure by the board of directors within said thirty day period either to accept the offer or to elect to have such price determined by arbitration shall be deemed to be a rejection of the offer by the corporation.

If the board of directors shall accept the offer, the corporation shall purchase the subject shares within thirty days after the date of the notice of such acceptance, which notice shall be made in writing and be deemed to have been given when mailed.

If the board of directors shall elect to have the price of the subject shares determined by arbitration, the board of directors shall give to the proposed transferor a notice naming a second arbitrator. The two arbitrators so named shall name a third arbitrator. It shall then be the duty of the arbitrators, in accordance with the then-obtaining commercial rules of the American Arbitration Association, to determine the value of the subject shares. If any arbitrator shall neglect or refuse to appear at any meeting scheduled by a majority of the arbitrators, a majority of the arbitrators present at such meeting may act in the absence of such arbitrator. After receipt of the report of the arbitrators as to the value of the subject shares, the corporation shall have a period of thirty days within which to purchase the same at such valuation.

No shares of stock shall be assigned, encumbered or transferred on the books of the corporation or beneficially until these provisions have been complied with; and any purported assignment, encumbrance or transfer without such compliance shall be void. The board of directors may, in any particular instance or instances, waive these provisions with respect to any present or future transfer, including, without limiting the generality of the foregoing, a sale or transfer at a future date or upon happening of a future event.

If the board of directors shall have (a) accepted the offer, and the corporation shall fail to purchase the subject shares within thirty days after notice of such acceptance, or (b) elected to have the price of the subject shares determined by arbitration, and the corporation shall fail to purchase such shares within thirty days after receipt of the arbitrators' valuation, or (c) rejected the offer, expressly or by reason of its failure to either accept or reject the offer or to elect to have the price determined by arbitration as provided above, or (d) waived these restrictions as provided above, then the owner of the subject shares may, at any time during a sixty-day period thereafter, dispose of the subject shares by consummation of the transaction described in the transfer notice.

Notwithstanding any provision of these Articles of Incorporation or in the bylaws of the corporation to the contrary: (a) for purposes of acting upon an offer made pursuant to these Articles of Incorporation by a director or a member of a director's immediate family or by an entity controlled directly or indirectly by a director, the vote or concurrence of a majority of the other directors shall be sufficient to decide the matter, and (b) these restrictions upon transfer shall not apply to transfers for no value upon death of a stockholder to such stockholder's estate, legal representatives, heirs, legatees or beneficiaries.

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Idaho Business Corporation Act, or (iv) for any transaction from which the director derived any improper personal benefit.

SIXTH: The address of the initial registered office of the corporation is 5341 Cortez Circle, Boise, Idaho 8370, and the name of its initial registered agent at such address is GREGORY PLAHN.

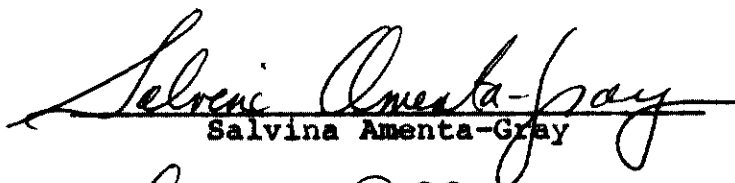
SEVENTH: The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Robert F. Cirillo	9801 Westview Drive Boise, Idaho 83704
Gregory Plahn	5341 Cortez Circle Boise, Idaho 83709
Diane Rupe	3971 N. Marcliffe Place Boise, Idaho 83704

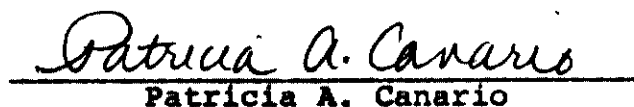
EIGHTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Salvina Amenta-Gray	2 Oliver Street Boston, Massachusetts 02109
Lauren Monaco	2 Oliver Street Boston, Massachusetts 02109
Patricia A. Canario	2 Oliver Street Boston, Massachusetts 02109

Dated June 6th, 1991.


Salvina Amenta-Gray


Lauren Monaco


Patricia A. Canario

Incorporators