

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

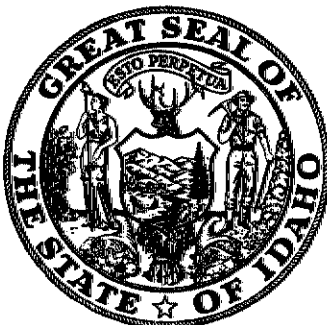
LOCHSA, INC.

File number C 107188

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: August 1, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sisk*

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SEC. OF STATE

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ARTICLES OF INCORPORATION
OF
LOCHSA, INC.

The undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

LOCHSA, INC.

ARTICLE II

The purpose for which said corporation is formed is to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to selling telephone debit cards via on-line services.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The location and mailing address of its initial registered office and the name of its initial registered agent at such address is as follows:

Russell R. Biaggne
1820 North 16th Street
Boise, ID 83702

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ARTICLE V

The total number of shares of stock which this corporation is authorized to issue is: One Thousand (1,000) shares without par value.

ARTICLE VI

The name and post office address of the incorporator is:

Sarah M. Thomas
Corporate Agents, Inc.
1013 Centre Road
Wilmington, DE 19805

ARTICLE VII

The number of directors constituting the initial board of directors shall be two (2) and the names and post office addresses of the initial board of directors, who are to serve until the first annual meeting of shareholders or until their successors are elected and qualify are:

NAME	ADDRESS
Russell R. Baiggné	P. O. Box 2125 Boise, ID 83701
Robert Peterson	1200 Snowberry Lane Castle Rock, CO 80104

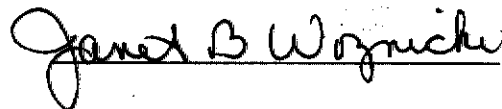
IN WITNESS WHEREOF, I have hereunto set my hand and seal this twenty-first of July, 1994.

Sarah M. Thomas

STATE OF DELAWARE)
 SS
COUNTY OF NEW CASTLE)

On this twenty-first of July, 1994, before me personally appeared, Sarah M. Thomas, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

In witness whereof, I have hereunto set my hand and affixed by official seal this twenty-first of July, 1994.



JANET B. WOZNICKI
NOTARY PUBLIC OF DELAWARE
APPOINTED AUGUST 5, 1992
TERM 4 YEARS