



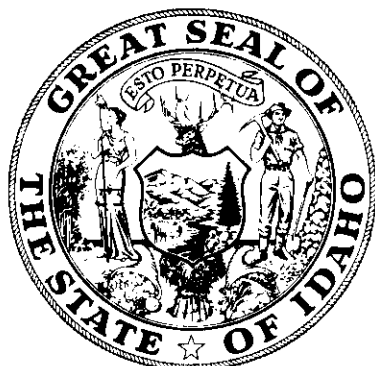
CERTIFICATE OF AUTHORITY
OF

INTERNATIONAL COMMUNICATIONS SERVICES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of INTERNATIONAL COMMUNICATIONS SERVICES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to INTERNATIONAL COMMUNICATIONS SERVICES, INC. to transact business in this State under the name INTERNATIONAL COMMUNICATIONS SERVICES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated August 17, 19 81.




SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is International Communications Services, Inc.

2. *The name which it shall use in Idaho is N/A

3. It is incorporated under the laws of Nevada

4. The date of its incorporation is May 1, 1979 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Prentice-Hall Corporation System, Inc., 402 N. Carson Street, Carson City, Nevada 89701

6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed

registered agent in Idaho at that address is CT CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

providing technical and engineering services to the telephone industry and the transaction of all lawful business for which corporations may be organized under the laws of the state of Idaho

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Robert W. Bunke</u>	<u>Director and President</u>	<u>204 S. Elm St., Rushford, MN 55971</u>
<u>Robert H. Keating</u>	<u>Director</u>	<u>204 S. Elm St., Rushford, MN 55971</u>
<u>John S. Spaulding</u>	<u>Director</u>	<u>204 S. Elm St., Rushford, MN 55971</u>
<u>Francis J. Runkel</u>	<u>Ass't Secretary/ Treasurer</u>	<u>204 S. Elm St., Rushford, MN 55971</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>25,000</u>	<u>Common</u>	<u>\$1.00</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
3,000	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated August 6, 19 81

International Communications Services, Inc.

By Robert W. Bunke
Robert W. Bunke

Its President

and Francis J. Bunkel

Its Assistant Secretary

STATE OF Minnesota)

COUNTY OF Lafayette) ss:

I, INA L. NORDNESS, a notary public, do hereby certify that on this 6 day of August, 19 81, personally appeared before me Robert W. Bunke, who being by me first duly sworn, declared that he is the President of International Communications Services, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

INA L. NORDNESS
Notary Public, Fillmore County, Minn.
My Commission Expires Sept. 10, 1984.

INA L. NORDNESS
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

NOV 1 1979

ARTICLES OF INCORPORATION OF

Filing Fee: \$50.00
By: James E. Crowder, Atty.
402 N. Carson St.
Carson City, Nevada 89701

INTERNATIONAL COMMUNICATIONS SERVICES, INC.

2043-72

WE, THE UNDERSIGNED, having associated ourselves together for the purpose of forming a corporation under the general corporation laws of the State of Nevada, do hereby certify:

I

The name of said Corporation shall be
INTERNATIONAL COMMUNICATIONS SERVICES, INC.

II

The location of said Corporation's principal place of business and office in the State of Nevada is c/o The Prentice-Hall Corporation System, Nevada, Inc., 402 N. Carson Street, Carson City, Nevada 89701. The Corporation may also have one or more offices outside of the State of Nevada, where the books of the Corporation may be kept and meetings of Directors and Stockholders may be held, as may be determined by the Board of Directors.

III

The purposes to be transacted, promoted or carried on by this Corporation are:

To engage in the business of providing technical and engineering services to the telephone industry.

IN FURTHERANCE AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Nevada, and of the objects and purposes herein set forth, it is expressly

that this Corporation shall also have the following

To carry on any and all business that may be required for the purpose of the Corporation.

IV

The amount of the total authorized capital stock of this Corporation is TWENTY-FIVE THOUSAND DOLLARS (\$25,000.00) divided into TWENTY-FIVE THOUSAND (25,000) SHARES of common stock of the par value of ONE DOLLAR (\$1.00) per share.

V

The members of the governing Board of this Corporation shall be styled DIRECTORS, and shall be not less than three (3) in number, which may be increased as provided for in the By-Laws. The names and post office addresses of the first Board of Directors, which shall consist of three (3) members, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert W. Bunke	Cencom Inc. P. O. Box 606 Rushford, MN 55991
W. Perry Benthimer	306 Arthur Street Tomah, WI 54660
Harold P. Thomson	2100 Marine Plaza Milwaukee, WI 53202

VI

The capital stock of this Corporation after the payment of the subscription price, or the value thereof, shall be non-assessable.

VII

The names and post office addresses of each of the incorporators signing these Articles of Incorporation are as follows:

~~NAME~~
Joan E. Trepeter

~~ADDRESS~~
2100 Marine Place
Milwaukee, WI 53202

John F. Emanuel

2100 Marine Place
Milwaukee, WI 53202

Jerard J. Jenson

2100 Marine Place
Milwaukee, WI 53202

VIII

This Corporation shall have a perpetual existence.

IX

The Board of Directors shall have power and authority to make and alter or amend the By-Laws, to fix the amount, in cash or otherwise, to be reserved as working capital, and to authorize and cause to be executed mortgages and liens upon the property and franchises of this Corporation.

X

The Board of Directors shall have the power and authority with the consent in writing, or pursuant to a vote, of the holders of Fifty-One Percent (51%) of the issued and outstanding capital stock of this Corporation to sell, assign, transfer or otherwise dispose of the whole property and business of this Corporation, but not otherwise.

XI

The Board of Directors shall from time to time determine whether and to what extent, and at what times and

Notwithstanding such conditions and regulations, the corporate seal and any of these Certificates, or any of them, shall be subject to the inspection of the Stockholders; no Stockholder shall have the right to inspect any account or book or document of this Corporation, except as authorized by the Statutes of the State of Nevada, or authorized by the Board of Directors, or by Resolution of the Stockholders.

XII

The Stockholders and Directors shall have the power to hold their meetings, and keep the books, documents and papers of this Corporation outside of the State of Nevada at such places as from time to time may be designated by the By-Laws, or by Resolution of the Stockholders or Directors, except as otherwise required by the laws of the State of Nevada.

IN WITNESS WHEREOF, we have hereunto subscribed
our names this 26th day of April, 1979.

Jean E. Trompeter
Jean E. Trompeter

John F. Emanuel


Jerard J. Jensen

STATE OF WISCONSIN)
) SS.
COUNTY OF MILWAUKEE)

ON THIS 26th day of April, 1979, before me, the undersigned Notary Public, in and for the County and State

personally appeared JOHN E. THOMPSON, JOHN F. [illegible] and JAMES J. JENSEN, known to me to be the persons named in and who executed the within and foregoing instrument and they acknowledged to me that they executed the same freely and voluntarily, and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.


Notary Public

My commission is permanent.

(SEAL)

CERTIFICATE OF MERGER OF ICS, INC. INTO INTERNATIONAL COMMUNICATIONS SERVICES, INC.

In compliance with Section 11.01 of the Revised General Corporation Law, the undersigned hereby certify the following:

1. ICS, INC., a Nevada corporation, owns all the issued and outstanding stock of International Communications Services, Inc., a Nevada corporation.

2. The merger of ICS, INC. into International Communications Services, Inc. was consented to in writing on December 31, 1979 by the Board of Directors of ICS, INC., a copy of which Consent is attached hereto.

3. The merger of ICS, INC. into International Communications Services, Inc. was consented to in writing on December 31, 1979 by the sole shareholder of ICS, INC., a copy of which Consent is attached hereto.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 31st day of December, 1979.

Attest: Jerry E. Strom By: W. Perry Bentheimer
Jerry E. Strom, W. Perry Bentheimer,
Treasurer President

STATE OF Minnesota)
COUNTY OF Fillmore) SS.

ON THIS 31st day of December, 1979, before me, the undersigned Notary Public, in and for the County and State aforesaid, personally appeared W. Perry Bentheimer known to me to be the person named in and who executed the within and foregoing instrument and who acknowledged to me that he executed the same freely and voluntarily, and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.

W. Perry Bentheimer
Notary Public

(SEAL)

My Commission:

W. L. BENTHEIMER
Notary Public, Fillmore County, Minn.
My Commission Expires 12/31/1981

ICS, INC.

Consent of Shareholders

In compliance with Section 78.404 of the Nevada General Corporation Law, the undersigned, being all of the directors of ICS, INC., a Nevada corporation, hereby consent to the adoption of the following resolutions:

RESOLVED, that the merger of this company into its wholly owned subsidiary, International Communications Services, Inc., a Nevada corporation, upon the terms and conditions set forth in the MERGER AGREEMENT, a copy of which is attached, be and the same hereby is approved, and the execution of said AGREEMENT by the proper officers of this corporation and of International Communications Services, Inc. is hereby approved and authorized.

FURTHER RESOLVED, that the proper officers and counsel of this corporation be, and they hereby are, authorized and directed to take all further steps they deem necessary or desirable to procure the approval and adoption of the MERGER AGREEMENT by the sole shareholder of this corporation.

FURTHER RESOLVED, that if said MERGER AGREEMENT shall be duly consented to by the sole shareholder of this corporation, the proper officers of this corporation be, and hereby are authorized and directed to cause a CERTIFICATE OF OWNERSHIP AND MERGER to be filed with the Secretary of State of Nevada in accordance with the laws of the State of Nevada.

Dated as of the 31st day of December, 1979.


Robert A. Smith


W. Perry Benthley


John S. Smith

MERGER AGREEMENT

Agreement made this 11th day of August,
1979, by and between International Communications Services,
Inc., hereinafter called the "Surviving Corporation," and
ICS, INC., hereinafter called the "Merging Corporation,"
both of which corporations are Nevada corporations.

WHEREAS, the Surviving Corporation is a wholly owned
subsidiary of the Merging Corporation, which corporation is
desirous of simplifying its business procedures, bookkeeping
and administrative structure and of eliminating duplicate
functions.

NOW, THEREFORE, for and in consideration of the premises
and the mutual covenants herein contained, the parties
hereby agree as follows:

Article I

Merger

The Merging Corporation shall merge with and into the
Surviving Corporation upon the effective time and date of
the merger, as hereinafter specified. Thereupon, the
Merging Corporation shall cease to exist and shall no longer
exercise its powers, privileges and franchises, subject to
the laws of the State of Nevada, its state of incorporation.
The Surviving Corporation shall succeed to all the property
and assets of and exercise all the powers, privileges and

of the Surviving Corporation and shall continue in full force and effect after the date of the filing and recording of this certificate of merger with the Secretary of State.

Article II

Name of the Surviving Corporation

Upon the effective time and date of the merger, the name of the Surviving Corporation shall continue to be "International Communications Services, Inc."

Article III

Articles of Incorporation and Regulations

3.1. Articles of Incorporation. Except as provided herein, the Articles of Incorporation of the Surviving Corporation and all amendments thereto in force on the effective time and date of the merger shall remain and be the Articles of Incorporation of the Surviving Corporation after the effective time and date, until the same shall be altered or amended as provided by law.

3.2. By-Laws. Except as herein provided, the By-Laws of the Surviving Corporation in force on the effective time and date of the merger shall remain and be the By-Laws of the Surviving Corporation after the effective time and date, until the same shall be altered, repealed or amended according to the provisions thereof.

Article IV

Directors and Officers

4.1. Directors. The Directors of the Surviving Corporation immediately prior to the effective time and date of the merger shall continue in office as the Directors of the Surviving Corporation after the effective time and date, until their successors shall have been elected and qualified.

4.2. Officers. The Officers of the Surviving Corporation immediately prior to the effective time and date of the merger shall continue as the Officers of the Surviving Corporation after the effective time and date, until their successors shall have been elected.

Article V

Terms of the Merger

Pursuant to this merger, each share of stock of the Merging Corporation outstanding immediately prior to the effective time and date of this merger shall be converted into one share of stock of the Surviving Corporation. Upon surrender of its certificate representing stock of the Merging Corporation, the sole shareholder of the Merging Corporation shall be entitled to receive in exchange a certificate representing the shares of stock of the Surviving Corporation into which the shares so surrendered have been converted.

Article VI

Effective Time and Date

The effective time and date of the merger provided for in this AGREEMENT OF MERGER shall be midnight, December 31, 1979.

IN WITNESS WHEREOF, this MERGER AGREEMENT is executed by the duly authorized officers of each of the parties this 31st day of December, 1979.

ICS, INC.

Attest:

Jerry E. Strom
Jerry E. Strom, Treasurer

By:

W. Perry Benheimer
W. Perry Benheimer, President

International Communications
Services, Inc.

Attest:

Jerry E. Strom
Jerry E. Strom, Treasurer

By:

W. Perry Benheimer
W. Perry Benheimer, President

ICS, INC.

Consent of Sole Shareholder

The undersigned, being the sole shareholder of ICS, INC., a Nevada corporation, hereby consents to the adoption of the following resolution:

RESOLVED, that the MERGER AGREEMENT, dated December 31, 1979, by and between International Communications Services, Inc. and ICS, INC., a copy of which is attached, and the merger provided for therein are hereby approved, and the directors and officers of this corporation are hereby authorized and directed to take whatever action they deem necessary to effectuate said merger.

Dated as of the 31st day of December, 1979.

Cencom Inc.

By: [Signature]

MERGER AGREEMENT

Agreement made this 21st day of January, 1971, by and between International Communications Corporation, Inc., hereinafter called the "Surviving Corporation," and ICS, INC., hereinafter called the "Merging Corporation," both of which corporations are Nevada corporations.

WHEREAS, the Surviving Corporation is a wholly owned subsidiary of the Merging Corporation, which corporation is desirous of simplifying its business procedures, bookkeeping and administrative structure and of eliminating duplicate functions.

NOW, THEREFORE, for and in consideration of the premises and the mutual covenants herein contained, the parties hereby agree as follows:

Article I

Merger

The Merging Corporation shall merge with and into the Surviving Corporation upon the effective time and date of the merger, as hereinafter specified. Thereupon, the Merging Corporation shall cease to exist and shall no longer exercise its powers, privileges and franchises, subject to the laws of the State of Nevada, its state of incorporation. The Surviving Corporation shall succeed to all the property and assets of and exercise all the powers, privileges and

of the Merging Corporation and shall assume and be liable for all of the debts and liabilities, if any, of the Merging Corporation.

Article II

Name of the Surviving Corporation

Upon the effective time and date of the merger, the name of the Surviving Corporation shall continue to be "International Communications Services, Inc."

Article III

Articles of Incorporation and Regulations

3.1. Articles of Incorporation. Except as provided herein, the Articles of Incorporation of the Surviving Corporation and all amendments thereto in force on the effective time and date of the merger shall remain and be the Articles of Incorporation of the Surviving Corporation after the effective time and date, until the same shall be altered or amended as provided by law.

3.2. By-Laws. Except as herein provided, the By-Laws of the Surviving Corporation in force on the effective time and date of the merger shall remain and be the By-Laws of the Surviving Corporation after the effective time and date, until the same shall be altered, repealed or amended according to the provisions thereof.

Article IV

Directors and Officers

4.1. Directors. The Directors of the Surviving Corporation immediately prior to the effective time and date of the merger shall continue in office as the Directors of the Surviving Corporation after the effective time and date, until their successors shall have been elected and qualified.

4.2. Officers. The Officers of the Surviving Corporation immediately prior to the effective time and date of the merger shall continue as the Officers of the Surviving Corporation after the effective time and date, until their successors shall have been elected.

Article V

Terms of the Merger

Pursuant to this merger, each share of stock of the Merging Corporation outstanding immediately prior to the effective time and date of this merger shall be converted into one share of stock of the Surviving Corporation. Upon surrender of its certificate representing stock of the Merging Corporation, the sole shareholder of the Merging Corporation shall be entitled to receive in exchange a certificate representing the shares of stock of the Surviving Corporation into which the shares so surrendered have been converted.

Article VI

Effective Time and Date

The effective time and date of the merger provided for in this AGREEMENT OF MERGER shall be midnight, December 31, 1979.

IN WITNESS WHEREOF, this MERGER AGREEMENT is executed by the duly authorized officers of each of the parties this 31st day of December, 1979.

Attest: 
Jerry E. Strom, Treasurer

ICS, INC.

By: 
W. Perry Benheimer, President

International Communications
Services, Inc.

Attest: 
Jerry E. Strom, Treasurer

By: 
W. Perry Benheimer, President

FILED AT THE REQUEST OF

CHARTER & COMPANY, INC.
402 N. Carson St.
Carson City, Nevada 89601

January 21, 1980
(DATE)



WM. D. SWACKHAMMER, SECRETARY OF STATE

(BY) DEPUTY SECRETARY OF STATE

No. 2343-79

FILING FEE \$ 25.00

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