

State of Idaho

Department of State

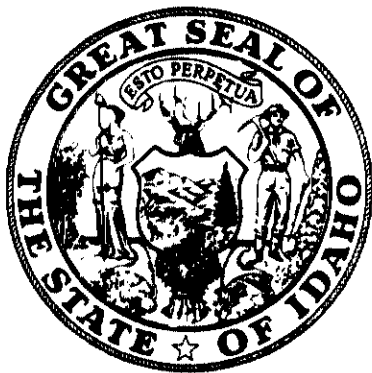
CERTIFICATE OF AUTHORITY OF

AFFINITY FUND, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AFFINITY FUND, 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 AFFINITY FUND, INC. to transact business in this State under the name AFFINITY FUND, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated October 10, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth J. ...

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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:

ACT IN 6 25 90
SECRETARY OF STATE

1. The name of the corporation is AFFINITY FUND, INC

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of FLORIDA

4. The date of its incorporation is April 26, 1990 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

14376 BEACH BLVD, SUITE 131, JACKSONVILLE, FL 32250

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is _____
c/o The Prentice-Hall Corporation System, Inc.,
877 Main Street, Boise, Idaho 83702-5858

_____ and the name of its proposed

registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

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

PROVIDE LONG-DISTANCE TELECOMMUNICATIONS SERVICE TO
RESIDENTIAL AND COMMERCIAL CUSTOMERS

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

| Name | Office | Address |
|---------------------------|----------------------------|-------------------------------------------------------------|
| <u>MAURIE DAIGNEAU</u> | <u>PRESIDENT</u> | <u>675 N. BROOKFIELD RD., BROOKFIELD WI 53045</u> |
| <u>WALLY HARRIS</u> | <u>SR. VICE PRESIDENT</u> | <u>6222 N. 1ST, SUITE 103, FRESNO, CA. 93710</u> |
| <u>JOSEPH ADEEB</u> | <u>VICE PRESIDENT</u> | <u>4907 BEACH BLVD, JACKSONVILLE, FL. 32216</u> |
| <u>W. FLYNT GALLAGHER</u> | <u>SECRETARY/TREASURER</u> | <u>SAME AS ABOVE</u> |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

(continued on reverse)

Name

Office

Address

NOV 22 5 01 1990
STATE

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 10/4/90

AFFINITY FUND, INC.

(Corporation Name)

By [Signature] Vice President
 Its President/Vice President (please specify)

and [Signature] Secretary
 Its Secretary/Assistant Secretary (please specify)

STATE OF Idaho)
 COUNTY OF Duyak) ss:

I, Cynthia Lynn Powell, a notary public, do hereby certify that on this 3rd day of October, 19 90, personally appeared before me Joe Adcock & W. Hynt Gallagher, who being by me first duly sworn, declared that (s)he is the Vice President & Sec. of Affinity Fund, Inc.

that (s)he signed the foregoing document as Vice President & Secretary of the corporation and that the statements therein contained are true.

Cynthia Lynn Powell
 Notary Public

Notary Public, State of Florida
 My Commission Expires Sept. 30, 1991
 Bonded Three Thousand Dollars

State of Florida



OCT 10 6 55 AM '90
SECRETARY OF STATE

Department of State

I certify from the records of this office that AFFINITY FUND, INC. is a corporation organized under the laws of the State of Florida, filed on April 26, 1990.

The document number of this corporation is L68779.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1990, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
5th day of October, 1990.



Jim Smith
Secretary of State