

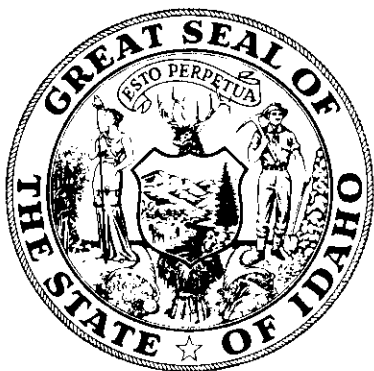


CERTIFICATE OF AUTHORITY
OF
HYTEL, INC.

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

Dated **February 11, 1983.**



Pete T. Cenarrusa

SECRETARY OF STATE

Maren E. Artiach
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 Hytel, Inc.
2. *The name which it shall use in Idaho is Hytel, Inc.
3. It is incorporated under the laws of Nevada
4. The date of its incorporation is 9-14-82 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 Greystone-Suite 181, 1900 East Flamingo Rd., Las Vegas, NV 89109
6. The street address of its proposed registered office in Idaho is 155 Second Avenue North
Twin Falls, Idaho 83301 and the name of its proposed registered agent in Idaho at that address is Gordon E. Beckstead
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Long distance telephone service and hydroelectric generation facilities.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Gordon E. Beckstead</u>	<u>President/Director</u>	<u>Route 4, Twin Falls, Idaho 83301</u>
<u>Robert J. Jirovec</u>	<u>Treasurer/Director</u>	<u>6681 Vigo, Las Vegas, Nevada 89102</u>
<u>Robert A. Norman</u>	<u>Vice Pres./Director</u>	<u>713 Eastland, Twin Falls, ID 83301</u>
<u>David M. Cooper</u>	<u>Secretary/Director</u>	<u>Rt. 3, Skyline Dr. Twin Falls, ID 83301</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>1000</u>	<u>Common</u>	<u>\$1.00</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

SEP 20 1982

ARTICLES OF INCORPORATION

FILING FEE: \$50.00
BY: BECKSTEAD COOPER CO.
155 SECOND AVENUE NORTH
P. O. BOX 394
TWINS FALLS, IDAHO
83301

W. DWACKHAMER - SECRETARY OF STATE

OF

HYTEL, INC.

No. 5538-82

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Nevada, and we do hereby certify that:

ARTICLE I - NAME: The exact name of the Corporation is:

HYTEL, INC.

ARTICLE II - PRINCIPAL OFFICE AND REGISTERED AGENT: The principal office and place of business in the State of Nevada of this Corporation shall be located at Greystone-Suite 181, 1900 East Flamingo Road, Las Vegas, Nevada. The Resident Agent of the Corporation is Robert J. Jirovec, whose address is Greystone-Suite 181, 1900 East Flamingo Road, Las Vegas, Nevada.

ARTICLE III - DURATION: The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSES: The purpose, object and nature of the business for which this Corporation is organized are:

(a) to acquire own, operate, improve, lease and sell real and personal properties, to engage in the business of providing long distance telephone services, to acquire rights to the use of unimproved land, and water rights for the purpose of constructing hydroelectric generation facilities and selling the electricity produced, and to engage in any and all lawful business activities.

(b) to carry on such business as may be necessary, convenient, or desirable to accomplish the above purposes, and to do all things incidental thereto which are not forbidden by law or by these Articles of Incorporation.

ARTICLE V - POWERS: The powers of the Corporation shall be those powers granted by 78.060 and 78.070 of the Nevada Revised Statutes under which this Corporation is formed. In addition, the Corporation shall have the following specific powers:

(a) to elect or appoint officers and agents of the Corporation and to fix their compensation;

(b) to act as an agent for any individual, association, partnership, corporation or other legal entity;

(c) to receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interest in, or obligations of, individuals, associations, partnerships, corporations, or governments;

(d) to receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation, but such shares may only be purchased, directly or indirectly out of earned surplus;

(e) to make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI - CAPITAL STOCK:

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is 1,000 shares of Common Stock with \$1.00 par value.

Section 2. Voting Rights of Stockholders. Each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of Shareholders. At each election for Directors every Shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote.

Section 3. Consideration of Shares. The Common Stock shall be issued for such consideration, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the directors as to the value of any property or services received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be non-assessable. The Articles shall not be amended in this particular.

Section 4. Pre-emptive Rights. Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

Section 5. Stock Rights and Options. The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

Section 6. Names and Resident Addresses. The names and post office addresses of the first Board of Directors, which shall consist of four (4) persons, and who shall hold office until their successors are duly elected and qualified, are as follows:

<u>Names</u>	<u>Resident Addresses</u>
B. Joyce McRoberts	P. O. Box 394 Twin Falls, Idaho
Sherrie Bradley	P. O. Box 394 Twin Falls, Idaho
David M. Cooper	P. O. Box 394 Twin Falls, Idaho
Robert A. Norman	P. O. Box 394 Twin Falls, Idaho

ARTICLE VII - MANAGEMENT: For the management of the business, and for the conduct of the affairs of the Corporation, and for the future definition, limitation and regulation of the powers of the Corporation and its directors and stockholders, it is further provided:

Section 1. Size of Board. The initial number of the Board of Directors shall be not less than four (4). Thereafter, the number of directors shall be as specified in the Bylaws of the Corporation, and such number may from time to time be increased or decreased in such manner as prescribed by the Bylaws. In the event that the number of Directors are four (4) or more, then the directors need not be stockholders. In the event that all shares of the Corporation are owned beneficially and of record by less than four (4) stockholders, the number of directors may be less than four (4) but not less than the number of stockholders.

Section 2. Powers of Board. In furtherance and not in limitation of the powers conferred by the laws of the State of Nevada, the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend, and repeal the Bylaws.

(b) Subject to the applicable provisions of the Bylaws then in effect, to determine, from time to time, whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to Stockholders inspection. No Stockholders shall have any right to inspect any of the accounts, books or documents of the Corporation, except as permitted by law, unless and until authorized to do so by resolution of the Board of Directors or of the Stockholders of the Corporation;

(c) To authorize and issue, without Stockholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefore, any real or personal proeprty of the Corporation, including after-acquired property;

(d) To determine whether any and, if so, what part, of the earned surplus of the Corporation shall be paid in dividends to the Stockholders, and to direct and determine other use and disposition of any such earned surplus;

(e) To fix, from time to time, the amount of the profits of the Corporation to be reserved as working capital or for any lawful purpose;

(f) To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the Corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations;

(g) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more Directors, which, to the extent permitted by law and authorized by the resolution or the Bylaws, shall have and may exercise the powers of the Board;

(h) To provide for the reasonable compensation of its own members by Bylaw, and to fix the terms and conditions upon which such compensation will be paid;

(i) In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of laws of the State of Nevada, of these Articles of Incorporation, and of the Bylaws of the Corporation

Section 3. Interested Directors. No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that: (1) the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction (such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given); or (2) the conditions of N.R.S. 78.140 are met.

ARTICLE VIII - PLACE OF MEETING, CORPORATE BOOKS: Subject to the laws of the State of Nevada, the Stockholders and the Directors shall have power to hold their meetings, and the Directors shall have power to have an office or offices and to maintain the books of the Corporation outside the State of Nevada, at such place or places as may from time to time be designated in the Bylaws or by appropriate resolution.

ARTICLE IX - AMENDMENT OF ARTICLES: The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Nevada, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the Directors, Officers and Stockholders are granted subject to this reservation.

ARTICLE X - INCORPORATORS: The name and addresses of the incorporators signing these Articles of Incorporation are as follows:

<u>Names</u>	<u>Resident Addresses</u>
B. Joyce McRoberts	P. O. Box 394 Twin Falls, Idaho
Sherrie Bradley	P. O. Box 394 Twin Falls, Idaho
David M. Cooper	P. O. Box 394 Twin Falls, Idaho
Robert A. Norman	P. O. Box 394 Twin Falls, Idaho

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 14th day of SEPT., 1982.

B. Joyce McRoberts
B. JOYCE MCROBERTS

Sherrie Bradley
SHERRIE BRADLEY

David M. Cooper
DAVID M. COOPER

Robert A. Norman
ROBERT A. NORMAN

Idaho
STATE OF ~~NEVADA~~)
 : ss.
COUNTY OF ~~CLARK~~)
 Twin Falls

On the 14th day of SEPT., 1982, personally appeared before me, a Notary Public, B. Joyce McRoberts, Sherrie Bradley, David M. Cooper, and Robert A. Norman, who acknowledged to me that they executed the foregoing Articles of Incorporation for HYTEL, INC.

[Signature]
NOTARY PUBLIC