

ARTICLES OF INCORPORATION  
OF

FILED

JAN 23 59 PM '98

CYPRESS COMMUNICATIONS, INC.

SECRETARY OF STATE  
STATE OF IDAHO

1. Name. The name of the corporation is Cypress Communications, Inc. (the "Corporation").

2. Authorized shares. The aggregate number of shares the Corporation is authorized to issue shall be five million (5,000,000), all of which shall be common voting stock. There shall be only one class of stock authorized.

3. Registered office and agent. The registered office of the Corporation is 1603 E. Silverspot Lane, Boise, ID 83706 and its registered agent at that address is Kimberly Ellen Carley.

4. Initial directors. The names and addresses of the directors serving as the Corporation's Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Kimberly Ellen Carley	1603 E. Silverspot Lane, Boise, Idaho 83706
Glen Howard Carley	1603 E. Silverspot Lane, Boise, Idaho 83706

5. Incorporator. The name of the incorporator is Kimberly Ellen Carley and the incorporator's address is 1603 E. Silverspot Lane, Boise, Idaho 83706.

6. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.

7. Indemnification. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the existing Idaho Business Corporation Act permits prior to such amendment).

8. Limitation of Liability. No director shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for:  
(i) the amount of a financial benefit received by a director to which he or she is not

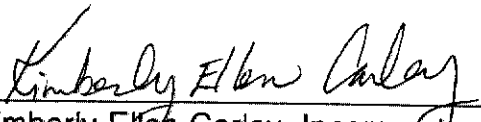
IDAHO SECRETARY OF STATE

01-02-1998 09:40  
CK: 15178 CI: 1625 SS: 62466  
E 100.00 F 100.00 C000

0122263

entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; or (iii) an intentional violation of criminal law.

In witness whereof, I have subscribed these Articles of Incorporation this 31st day of December, 1997.

  
\_\_\_\_\_  
Kimberly Ellen Carley, Incorporator