

State of Idaho

Department of State

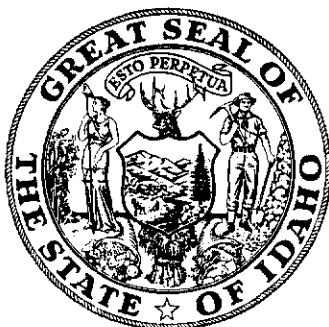
CERTIFICATE OF AUTHORITY OF

ATLAS COMMUNICATIONS, LTD.
File number C 112212

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

Dated: October 2, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Dorel Davies*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

OCT 2 10 02 AM '95

SECRETARY OF STATE
STATE OF IDAHO

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 ATLAS COMMUNICATIONS, LTD.
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 Pennsylvania
4. The date of its incorporation is May 25, 1995 and the period of its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is 482 Norristown Road, Suite 200, Blue Bell, PA 19422
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its proposed registered office in Idaho is 815 W. Washington, Boise, ID 83702, and the name of its proposed registered agent in Idaho at that address is Stanley W. Welsh
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: Telecommunications services

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
P.O. Box 83720
Boise, Idaho 83720-0080

Secretary of State use only

IDAHO SECRETARY OF STATE

10/2/95 9:00:00 AM
Customer # 22174
IVC960016554 16384
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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Frank G. Scardino	Director, President	482 Norristown Road, Suite 200
<u>John C. Fudesco</u>	Secretary, Treasurer <u>President</u>	<u>Blue Bell, PA 19422</u> <u>482 Norristown Rd. Ste. 200</u> <u>Blue Bell, PA 19422</u>
Anne C. Scardino	Director	482 Norristown Road, Suite 200
		Blue Bell, PA 19422

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, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 9/19/95

ATLAS COMMUNICATIONS, LTD.

(Corporation name)

By

[Signature]

Its President (please specify)

and

[Signature]
Its Secretary (please specify)

STATE OF PENNSYLVANIA)
) ss:
COUNTY OF MONTGOMERY)

I, Helen M. Murray, a notary public, do hereby certify that on
this 19th day of September, 19 95, personally appeared before
me John C. Fudesco, who being by me first duly sworn, declared that (s)he
is the President of ATLAS COMMUNICATIONS, LTD.

that (s)he signed the foregoing documents as President of the corporation and that
the statements therein contained are true.

Helen M. Murray

Notary Public

NOTARIAL SEAL
HELEN M. MURRAY, Notary Public
Whitpain Twp., Montgomery Co., PA
My Commission Expires Jan. 27, 1997



OCT 2 10 02 AM '95
SECRET
STATE OF PENNSYLVANIA

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

SEPTEMBER 22, 1995

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

ATLAS COMMUNICATIONS, LTD.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Secretary of the Commonwealth

CFEN