

State of Idaho

Department of State

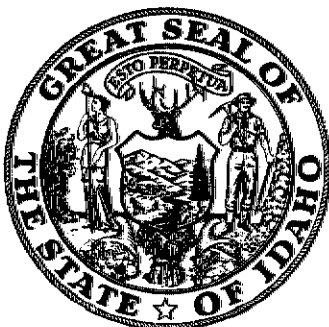
CERTIFICATE OF INCORPORATION OF

AMERITEL COMMUNICATIONS MANAGEMENT SERVICES, INC.
File number C 110858

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 5, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sibley*

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ARTICLES OF INCORPORATION

FOR

AmeriTEL COMMUNICATIONS MANAGEMENT SERVICES, Inc.

Adopted May 31, 1995

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ARTICLES OF INCORPORATION

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be AmeriTEL Communications Management Services, Inc.

ARTICLE II

PERIOD OF DURATION

The period of duration for the Corporation shall be perpetual.

ARTICLE III

PURPOSE OF CORPORATION

The purpose of the Corporation is engage in the sales and service of all products and services related to telecommunications. This includes the service and sales of long distance services as a representative of various major long distance carriers and the service and sales of all types of telecommunications equipment for both voice and data, as a representative of various providers of such equipment.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the Corporation from engaging in any lawful act or activity for which a corporation may be organized under the General Corporations Law of Idaho.

ARTICLE IV

NUMBER AND TYPE OF SHARES AND VOTING RIGHTS

There shall be issued one thousand (1,000) shares of common stock with no par value. No preemptive rights shall be denied any shareholders. No restrictions on the transfer of shares shall be imposed upon any share holder not inconsistent with the law.

Each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

Shares standing in the name of another corporation may be voted by such officer, agent or proxy as the Bylaws of such corporation may prescribe or, in the absence of such provision, as the Board of Directors of such corporation may determine.

Shares held by an administrator, executor, guardian, or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name, if authority so to do be contained in an appropriate order of the court

by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Shares of its own stock belonging to the Corporation shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

ARTICLE V

ADDRESS OF INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The principal registered office of the Corporation in the state of Idaho shall be located at 804 Airport Way, Sandpoint, Idaho, 83864, County of Bonner. The Corporation may have such other offices, either within or without the state of Idaho, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The initial registered agent for the Corporation shall be Jeffrey A. Miller at the aforementioned address.

ARTICLE VI

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by its Board of Directors. The number of directors of the Corporation shall be fixed by the Board of Directors, but in no event shall be less than 2. Each director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified.

The names and addresses of the initial directors of the Corporation are as follows, these persons are also the incorporators of the Corporation:

Jeffrey A. Miller
804 Airport Way
Sandpoint, ID 83864

Linda A. Miller
8458 Tamarack Lane
Sagle, ID 83860

Signed:


Jeffrey A. Miller


Linda A. Miller