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CERTIFICATE OF LIMITED PARTNERSHIP

OF

SECRETARY OF
STATE

EXECULINES OF SAN FRANCISCO LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Idaho and being all of the members of such limited partnership, having signed and sworn to this Certificate, certify as follows:

1. The name of the limited partnership is Execulines of San Francisco Limited Partnership.

2. The character of the business of the partnership is as follows: To engage in the business of providing long distance telecommunication services to customers in the following nine San Francisco Bay area counties: San Francisco, Contra Costa, San Mateo, Sonoma, Santa Clara, Napa, Alameda, Marin and Solana.

3. The location of the business is One Post Street, 21st Floor, San Francisco, California 94194.

4. The name and address of the registered agent is Douglas Cleveland, 7259 Franklin Road, Boise, Idaho 83709.

5. The names and addresses of the general and limited partners are as follows:

General Partner:

Bay Area Telco, a California corporation
One Post Street, 21st Floor
San Francisco, California 94194

Limited Partners:

Names and addresses of the limited partners are set forth on Exhibit "A", which is attached hereto and by this reference incorporated herein.

6. The amount of cash and a description and statement of the agreed value of the other property or labor

or services contributed by each partner, and the percentage of interest of each partner in the profits of the partnership, are set forth on Exhibit "A", which is attached hereto and by this reference incorporated herein.

7. The limited partners are not required to make any additional contributions to the partnership.

8. A limited partner may assign his interest to a substitute limited partner after offering it for sale to the general partner, and upon obtaining the consent of the general partner and otherwise complying with the requirements of the Limited Partnership Agreement.

9. Upon liquidation, the partners shall continue to share profits or losses during liquidation in the same proportions as before dissolution. The partnership assets or proceeds thereof shall be distributed in payment of the liabilities of the partnership in the following order:

(a) Payment to creditors of the partnership, other than partners, in the order of priority provided by law;

(b) Payment to partners for loans, if any, made by them to the partnership;

(c) Payment to the limited partners of the credit balance, if any, in their capital account;

(d) Payment to the general partner of the credit balance in its capital account;

(e) Payment to all partners in the percentage which they share in the profits of the partnership.

10. No limited partner is given the right to demand and receive property other than cash in return for his contribution, except that, upon dissolution of the partnership, if the general partner deems it in the best interest of the partnership, a distribution may be made to the partners in accordance with the provisions of the Limited Partnership Agreement. As set forth in the Limited Partnership Agreement, certain limited partners are given priority over other limited partners as to a return of contribution and income. As among the limited partners, in

any allocation of return of contribution or income to the limited partners, each limited partner shall share in the allocation in the proportion that his number of partnership units as a limited partner bears to the total number of partnership units held by all limited partners.

11. The partnership shall commence upon the filing of the Certificate of Limited Partnership and shall continue for a term of 40 years unless terminated earlier as provided in the Limited Partnership Agreement. The business of the partnership may be continued upon the liquidation, dissolution, bankruptcy, or withdrawal of the general partner if all of the remaining partners agree to continue the partnership and by majority vote select a new general partner.

12. Pursuant to paragraph 12 entitled "Power of Attorney" of the Limited Partnership Agreement, each limited partner has given the general partner the power to execute this Certificate of Limited Partnership.

IN WITNESS WHEREOF, this Certificate is signed and sworn to this 27th day of July, 1984.

BAY AREA TELCO, a California corporation

By William H. Smith
William H. Smith, President

"GENERAL PARTNER"

All limited partners as set forth on Exhibit "A", which is attached hereto and by this reference incorporated herein.

By Bay Area Telco, General Partner, as attorney-in-fact

By William H. Smith
William H. Smith, President

CERTIFICATE OF
LIMITED PARTNERSHIP-3

SUBSCRIBED AND SWORN to before me this 27th day of
July, 1984.

Cindy Abbott
Notary Public for Idaho
Residing at Trampa, Idaho

(SEAL)

CERTIFICATE OF
LIMITED PARTNERSHIP-4

**EXECULINES OF SAN FRANCISCO LIMITED PARTNERSHIP
EXHIBIT "A"**

<u>NAME/ADDRESS</u>	<u>CASH CONTRIBUTED</u>	<u>DESCRIPTION AND VALUE OF SERVICES OR PROPERTY</u>	<u>PERCENTAGE INTEREST</u>
<u>General Partner:</u>			
Bay Area Telco, a California corporation One Post Street 21st Floor San Francisco, CA 94194		Assignment of certain contract rights - No agreed value	5%
<u>Limited Partners:</u>			
Eddie L. Davis Barbara A. Davis P.O. Box 561 Homedale, ID 83628	\$ 22,500		1%
Ansil Graber Norma J. Graber Route 1 Wilder, ID 83676	\$ 33,750		1.5%
Marvin Sorenson Vearl Sorenson Route 1, Box 1083 Parma, ID 83660	\$ 22,500		1%
Wallace H. Frank 13th and Cleveland Caldwell, ID 83605	\$ 22,500		1%
Larry D. Sorenson Mary Ann Sorenson Route 1, Box 1090 Parma, ID 83660	\$ 45,000		2%
David N. Sim 88 Cotterell Drive Boise, ID 83709	\$112,500		5%

<u>NAME/ADDRESS</u>	<u>CASH CONTRIBUTED</u>	<u>DESCRIPTION AND VALUE OF SERVICES OR PROPERTY</u>	<u>PERCENTAGE INTEREST</u>
<u>Limited Partners (Cont'd):</u>			
Shervik Enterprise, a partnership P.O. Box 1 Nampa, ID 83651	\$ 22,500		1%
Patricia Joann Scott Box 234 Greenleaf, ID 83626	\$ 22,500		1%
Fred L. Scott Box 234 Greenleaf, ID 83626	\$ 67,500		3%
Alvin Schnell 1417 South Kimball Caldwell, ID 83605	\$ 22,500		1%
Larry Hultz 412 Alaska Avenue Caldwell, ID 83605	\$ 11,250		0.5%
Ira L. Craven Route 11, Box 457 Caldwell, ID 83605	\$ 22,500		1%
Charles Siewert Harriett Siewert Route 6, Box 284 Caldwell, ID 83605	\$ 22,500		1%
Robert M. Willcuts Route 6, Box 160 Caldwell, ID 83605	\$ 11,250		0.5%
James E. Gilson & H. Duane Rute Partnership Route 1 Wilder, ID 83676	\$ 45,000		2%

<u>NAME/ADDRESS</u>	<u>CASH CONTRIBUTED</u>	<u>DESCRIPTION AND VALUE OF SERVICES OR PROPERTY</u>	<u>PERCENTAGE INTEREST</u>
<u>Limited Partners (Cont'd):</u>			
Bud Bowman Box 487 Parma, ID 83660	\$ 11,250		0.5%
Louis D. Emmery P.O. Box 640 Parma, ID 83660	\$ 22,500		1%
Robert E. Hay 215 E. Hawaii Street Nampa, ID 83651	\$ 45,000		2%
Melvin Goodson Route 1, Box 1070 Parma, ID 83660	\$ 22,500		1%
Eugene N. Brown Profit Sharing Trust c/o IFNB, Trustee P.O. Box 7928 Boise, ID 83707	\$ 22,500		1%
Story Farms, Inc. Route 3, Box 3091 Parma, ID 83660	\$ 22,500		1%
Jerry Ogstad 623 Main Caldwell, ID 83605	\$ 22,500		1%
Venture-8, a partnership 3602 Vintage Way Boise, ID 83706	\$ 22,500		1%
Rosita Artis 1421 Warm Springs Ave. Boise, ID 83712	\$ 22,500		1%

EXHIBIT "A"-3

<u>NAME/ADDRESS</u>	<u>CASH CONTRIBUTED</u>	<u>DESCRIPTION AND VALUE OF SERVICES OR PROPERTY</u>	<u>PERCENTAGE INTEREST</u>
Limited Partners (Cont'd):			
John F.X. Artis 1421 Warm Springs Ave. Boise, ID 83712	\$ 22,500		1%
Carl Paul Munson Edie Munson Route 6, Box 259 Caldwell, ID 83605	\$ 22,500	Syndication services - No agreed value	3%
Richard Kindall 4745 Shawnee Way Boise, ID 83709		Syndication services - No agreed value	2%
Lynn Sorenson 1020 Valley Road Parma, ID 83660		Syndication services - No agreed value	1%
Execulines, Inc., an Idaho corporation 7259 Franklin Road Boise, ID 83709		Organizational services - No agreed value	5%
White, Ahrens, Peterson & Perry, P.A. P.O. Box 247 Nampa, ID 83653		Legal Services - No agreed value	1%
Total	<u>\$765,000</u>		<u>100.0%</u>

CONSENT

Execulines Limited Partnership, an Idaho Limited Partnership, hereby consents to Bay Area Telco, a California corporation, as general partner forming a limited partnership and filing a Certificate of Limited Partnership in the State of Idaho under the name "Execulines of San Francisco Limited Partnership."

DATED this 30th day of July, 1984.

EXECULINES LIMITED PARTNERSHIP

By Execulines, Inc.,
General Partner

By Kristie Brown
Title President