

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

INTERSTATE TELEPHONE CORPORATION

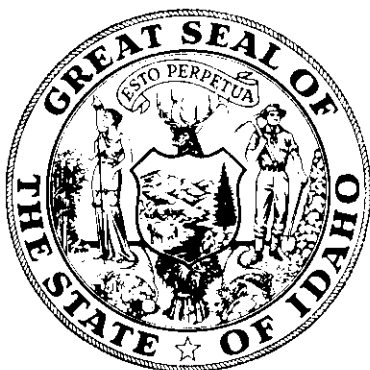
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

INTERSTATE TELEPHONE 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: **April 14, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

'83 APR 14 AM 11 12

ARTICLES OF INCORPORATION
OF
INTERSTATE TELEPHONE CORPORATION
SECRETARY OF STATE

We the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I: NAME

The name of this corporation is INTERSTATE TELEPHONE CORPORATION.

ARTICLE II: DURATION

The duration of this Corporation is perpetual.

ARTICLE III: PURPOSES

The purpose or purposes for which this Corporation is organized are:

A. To purchase, operate, resell telephone connecting switches for long distance communication over direct wire or other legal means. To transact other business of any legal nature and to buy or otherwise acquire and to hold, own, mortgage, pledge, sell, assign, convey or otherwise dispose of all kinds of real estate and personal property, including all kinds of goods, wares, and merchandise, options, shares of stock in other corporations, bonds, notes, mortgages and securities of every kind, and all other property of every name and nature which may be necessary, convenient or desirable to own, hold, sell or dispose of by said corporation.

B. To borrow money or raise money for legal purposes of the corporation and to make, issue and negotiate its promissory notes, bonds or other agreements or obligations, for such amounts and to be payable at such time and places and drawing such rates of interest, as the Board of Directors shall deem expedient to purchase, hold and reissue its own capital stock and to loan money and take as security, both real and personal property, or mortgages or liens thereon; to purchase, acquire, receive and hold, own capital stock of other corporations and to receive, collect and dispose of interest, dividends, notes, mortgages, bonds and all evidences of indebtedness and other personal property held or owned by it and to exercise in respect to all of such property all of the rights and powers and privileges that are usually accorded to individuals who own like property, including the right to vote the capital stock of and other corporations so held by it.

C. To undertake and carry on any business or business transaction or operation commonly undertaken or carried on by corporations and individuals, and generally to undertake, carry on, promote, assist, or participate in any business, transaction or operation including financial, commercial, industrial and manufacturing and all other kinds of business, enterprises, contracts and undertakings that can lawfully be entered into or carried on by any similar corporation.

D. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of this corporation, and the enjoyment and exercise

thereof, as conferred by the laws of the State of Idaho, and it is the intention that the purposes and powers specified in each of the paragraphs of the Article III shall be regarded as independent purposes and powers.

ARTICLE IV: STOCK

The aggregate number of shares which this corporation shall have authority to issue is 30,000 shares of no par value stock. All stock of this Corporation shall be of the same class, common, and shall have the same rights and preferences. Fully-paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V: AMMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each amendment.

ARTICLE VI: SHAREHOLDERS RIGHTS

The authorized and treasury stock for this Corporation may be issued at such time, upon such terms and condition, and for such consideration as the Board of Directors shall determine. Shareholders shall not have pre-emptive rights to acquire unissued shares of the stock.

ARTICLE VII: CAPITALIZATION

This Corporation will not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares.

ARTICLE VIII: INITIAL OFFICE AND AGENT

The address of this Corporation's initial registered office and

the name of its original registered agent at such address is:

F. Craig Daley
538 Blue Lakes Blvd North
Twin Falls, Idaho 83301

ARTICLE IX: DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is three. The names and addresses of persons who are to serve as directors until the first annual meeting of stockholders, or until their successors are elected and qualify are:

F. Craig Daley
950 Blake Street North
Twin Falls, Idaho 83301

Fenton Daley
#23 Northridge Way
Sandy, Utah 84070

Melodee Daley
950 Blake Street North
Twin Falls, Idaho 83301

Manner of Election

The members of the Board of Directors shall be elected by the stockholders of the Corporation at the regular stockholders meeting herein provided for or at a special stockholders meeting called for that purpose; the voting shall be by ballot, and the persons receiving the highest number of votes shall be declared elected. The other officers of the Corporation shall be appointed by the Board of Directors. The Board of Directors may further create any office that shall be deemed necessary by them and any such office so created shall be filled by appointment by the Board at the pleasure of such Board of Directors for such period of time as they may determine, any such appointed officer may or may not be a stockholder in the Corporation.

ARTICLE X: OFFICERS

This Corporation shall have a President, a Vice President and a Secretary-Treasurer.

Term of Office

The term of office of the President, Vice-president, Secretary-Treasurer and the directors of this Corporation shall be for one (1) year or until their successors are elected and qualified.

Resignation of Officers

Any officer may resign by filing his written resignation with the Secretary-Treasurer of the Corporation. Such resignation will automatically become effective twenty (20) days after its receipt and will be deemed vacant, unless otherwise acted upon by the Board of Directors.

Removal of Officers

Officers of this Corporation may be removed in the manner provided by the laws of the State of Idaho for the removal of such officers, or by according to the requirements of the By Laws of this Corporation at a meeting called for the purpose and as hereinabove specifically provided.

Vacancies

In the case of the death, disability or resignation of one or more of the officers or directors of the company, the remaining directors, although less than a quorum, shall fill the vacancies for the unexpired terms except that Board of Directors shall be empowered to make appoint-

ments to fill the vacancy as provided in corporate By Laws if they desire to do so.

ARTICLE XI: RESTRICTIONS ON SALE OF STOCK

The fully paid stock of the Corporation shall not be subject to assessment. In the event any stockholder desires to sell or otherwise dispose of his or her stock he or she shall first offer such stock to the "Corporation" for purchase at market value. Should the Corporation not exercise such right or any part thereof within thirty (30) days thereafter, then the Corporations rights shall be re-instated.

ARTICLE XII: DIRECTORS MEETING

Meetings of the Board of Directors for the transaction of any business of this Corporation may be held at such places outside of the State, or elsewhere within this State other than at its principal office, as Directors may by resolution or by-laws provide.

Quorum

A majority of the members of the Board of Directors shall constitute a quorum and such quorum is authorized to transact the business and exercise the corporate powers of the Corporation.

ARTICLE XIII: STOCKHOLDERS MEETING

A majority of outstanding capital stock shall be necessary to hold a stockholders meeting. Should a majority not be represented at any stockholder meeting, adjournments may be taken from time to time without further notice until a sufficient number of shares are represented to hold such a meeting.

Voting Rights

Each share of stock shall be entitled to one vote, either in

person or by proxy. Written notice of the intent for proxy vote must be in the hands of the Corporation secretary at least three days prior to scheduled meeting.

Annual Meetings

The first annual meeting of the stockholders of this Corporation shall be held on the first Monday of June and annually thereafter at the hour of 10:00 A.M. at the office of the Corporation unless the time and place of such meeting be duly changed by a majority vote of the stockholders at any stockholders meeting. A failure to hold an annual meeting shall not effect or impair any of the rights of the Corporation made by this agreement or in any way impair, injure or invalidate any action of the Board of Directors or the stockholders to any matter or thing whatsoever.

Special Meetings

Special meetings of the stockholders may be called by the President, Vice-President, or any two directors, or by any number of stockholders whose combined holdings shall not be less than one-third of the outstanding stock of the Corporation.

Notice of Meeting

No notice need be given of any annual or stated meetings of the stockholders. Notice of special meetings of the stockholders shall be given by mailing notice of such meeting to each stockholder of record, addressed to his last known address as shown by the books of the Corporation, and at least five days prior to the date of such requested meeting.

ARTICLE XIV: EXECUTIVE COMMITTEE

The Board of Directors shall have the right to appoint ad hoc committees with such authority as said Board shall determine.

ARTICLE XV: CLOSING THE STOCK BOOKS

The Board of Directors may close the stock books of the Corporation not more than fifteen (15) days before the date of payment of any regular or special dividend and the stockholders of record at the time of such closing shall be regarded by the company as the stockholders in fact, for the purpose of receiving dividends.

ARTICLE XVI: AMENDMENTS

These Articles of Incorporation may be amended in any respect by a majority vote of all the subscribed and outstanding stock of this Corporation at a stockholders meeting called for that purpose.

IN WITNESS WHEREOF, the parties hereto and the Incorporators hereof have hereunto set their hands this 12th day of April, A.D. 1983.

Notary

Residing at

My commission expires:

Incorporator

Date

Date

Date