

State of Idaho

Department of State

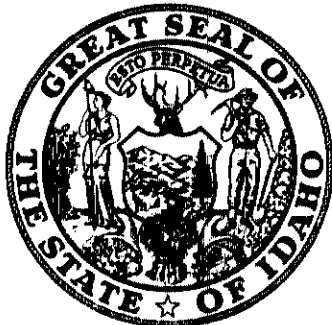
CERTIFICATE OF AUTHORITY OF

CALL HOME AMERICA, INC.

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

Dated: May 28, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Darlene Taylor*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation) **MAR 28 9 18 AM '93**

SECRETARY OF STATE

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 CALL HOME AMERICA, INC.

2. The name which it shall use in Idaho is CALL HOME AMERICA, INC.

(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 Texas

4. The date of its incorporation is 9/1/89 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 44 East Avenue, Suite 300, Austin, Texas 78701

6. The address to which correspondence should be addressed, if different from that in Item 5.

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: resale of long distance telecommunications services

(Continued on reverse)

Submit application and certificate of status

Office of the Secretary of State
Division of Corporations

Secretary of State use only

IDAHO SECRETARY OF STATE
19930528 0900 78349 2
CK #1 5093 CUST# 1
CORPORATIO 10 60.00= 60.00

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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Jeffrey T. Schlesinger	Pres./Dir.	44 East Ave, Ste 300, Austin, TX 78701
Steve Dutton	Sec./Dir.	10620 Gulfdale, San Antonio, TX 78216
William A. Freed	Director	44 East Ave, Ste 300, Austin, TX 78701
Elaine B. Nesbitt	Asst Sec/Treas.	44 East Ave, Ste 300, Austin, TX 78701

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

Dated: May 17, 1993

CALL HOME AMERICA, INC.

(Corporation name)

By

[Signature]

its President/Vice President (please specify)

and

[Signature]

its Secretary/Assistant Secretary (please specify)

STATE OF TEXAS)

) ss:

COUNTY OF TRAVIS)

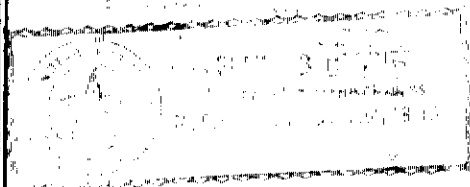
I, Elaine B. Nesbitt, a notary public, do hereby certify that on

this 17th day of May, 1993, personally appeared before

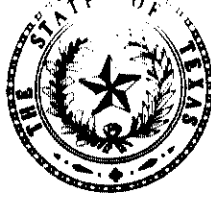
me Jeffrey T. Schlesinger, who being by me first duly sworn, declared that (s)he

is the President of Call Home America, Inc.

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



[Signature]
Notary Public



The State of Texas
Secretary of State

MAY 28 9 18 AM '93
SECRETARY OF STATE

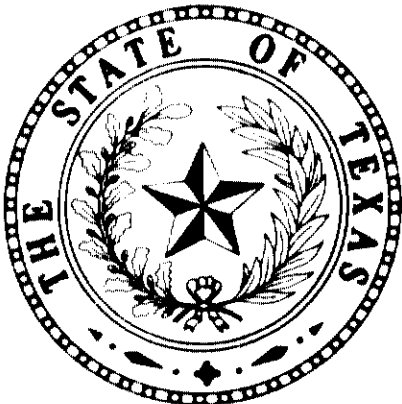
IT IS HEREBY CERTIFIED, THAT
CALL HOME AMERICA, INC.

FILED ARTICLES OF INCORPORATION IN THIS OFFICE AND WAS ISSUED
A CERTIFICATE OF INCORPORATION ON

SEP. 1, 1989;

THAT SO FAR AS IS SHOWN BY THE RECORDS OF THIS
DEPARTMENT, NO CERTIFICATE OF DISSOLUTION HAS BEEN FILED FOR SAID
CORPORATION, AND IT IS STILL IN EXISTENCE.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO
SIGNED MY NAME AND CAUSED TO BE
IMPRESSED HEREON THE SEAL OF STATE ON
MAY 25, 1993



John Hannah Jr
Secretary of State