



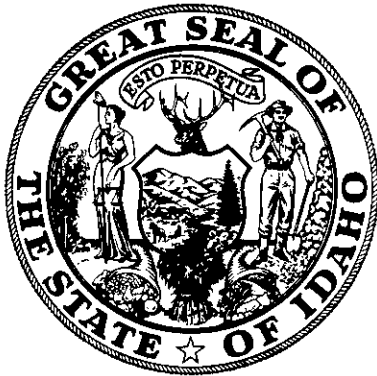
CERTIFICATE OF INCORPORATION  
OF

OSPREY COMMUNICATIONS, INC.

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: February 3, 1986



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
OSPREY COMMUNICATIONS, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation of the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is OSPREY COMMUNICATIONS, INC.

SECOND

This corporation is formed and organized to engage in the general business of the purchase operation of pay telephone systems, or such other business as the board of directors may from time to time determine, and shall have all of the statutory powers conferred upon corporations by Title 30 of the Idaho Code, as it now exists or may from time to time be amended.

THIRD

The corporation is to have perpetual existence.

FOURTH

The location and post office address of the registered office of the corporation is 219 Idaho, American Falls, Idaho 83211, and the name of the registered agent of the corporation is James E. Glarborg, whose post office address is 219 Idaho, American Falls, Idaho 83211.

FIFTH

The amount of the capital stock of this corporation shall be, and is 100,000 shares of common stock all such shares being without par value. All or any part of the shares of the common

stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the board of directors.

#### SIXTH

The name and post office address of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
E. Melvin Lowe	2652 Elizabeth Blvd. Twin Falls, ID. 83301

#### SEVENTH

The names and post office addresses of the initial directors of the corporation, appointed by the incorporators to serve until the first election of directors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
E. Melvin Lowe	2652 Elizabeth Blvd. Twin Falls, ID. 83301
James E. Glarborg	219 Idaho St. Am. Falls, ID. 83211

#### EIGHTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

#### NINTH

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

#### TENTH

Stockholders of the corporation shall have reemptive rights and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations of the corporation convertible into stock.

#### ELEVENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the board of directors after authorization by the shareholders upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

#### TWELFTH

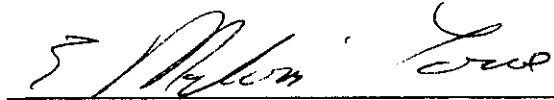
No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### THIRTEENTH

The board of directors is expressly authorized to repeal and amend the bylaws of the corporation and to adopt new bylaws,

and the corporation reserves the right to amend, alter, change or repeal any provision contained in these articles, in the manner now or hereafter prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, I have hereunto set my hand this  
31 day of January, 1986.



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