



**CERTIFICATE OF INCORPORATION
OF**

MAY CELLULAR, 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: July 05, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zakala

ARTICLES OF INCORPORATION

The undersigned, acting to incorporate a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. NAME: The name of the corporation is May Cellular, Inc.
2. DURATION: The period of its duration is perpetual.
3. PURPOSES: This corporation may transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
4. SHARES AUTHORIZED: The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares at \$1.00 par value common stock.
5. NO PREEMPTIVE RIGHTS: Shareholders shall have no preemptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.
6. BUSINESS AFFAIRS: Provisions for the regulation of the internal affairs of the corporation are such as may be provided in detail by the corporation's By-Laws, including restrictions on transfer of shares.

7. REGISTERED AGENT AND OFFICE: The initial registered agent is:

Leonard May

and the initial registered office is:

P. O. Box 269
Rockland, ID 83271

8. BOARD OF DIRECTORS: One individual shall constitute the initial Board of Directors and will serve until the first annual

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shareholder meeting or until a successor is elected and qualified.

The director's name and address is:

Leonard May
P. O. Box 269
Rockland, ID 83271

9. INCORPORATOR: The name and address of the incorporator is:

Leonard May
P. O. Box 269
Rockland, ID 83271

10. STOCK TRANSFER RESTRICTIONS: Transfer of this corporation's stock shall be restricted; those restrictions are set forth in detail in this Corporation's By-Laws.

DATED: July 2, 1991.

Leonard May
Leonard May, INCORPORATOR

STATE OF IDAHO)
 :SS
County of Power)

On this 2 day of July, 1991, before me, the undersigned Notary Public, in and for said State, personally appeared Leonard May, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first written above.

Kim H. Dean
NOTARY PUBLIC - STATE OF IDAHO
My Commission Expires: 1/96

(SEAL)