

State of Idaho

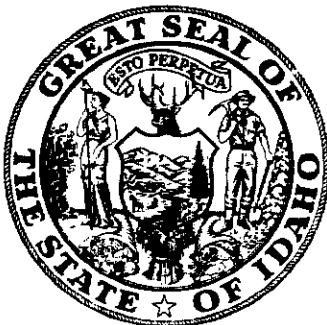
Department of State

CERTIFICATE OF AUTHORITY
OF
UNISOURCE COMMUNICATIONS INC.
File Number C 123784

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: April 27, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By

L. D. [Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY (Profit Corporation)

98 APR 27 PM 4 01
SECRETARY OF STATE
IDAHO

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 UNISOURCE COMMUNICATIONS INC.
2. The name which it shall use in Idaho is _____
(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 ILLINOIS
4. The date of its incorporation is 11/24/97 and the period of its duration, if other than perpetual, if _____
5. The address of its principal office in the State or county under the laws of which it is incorporated is 1344 SHERMER ROAD, SUITE 250, NORTHBROOK, IL 60062
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its proposed registered office in Idaho is 815 W. WASHINGTON,
BOISE, ID 83702, and the name of its proposed registered agent in Idaho at that address is STANLEY W. WELSH
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
THE RESALE OF TELECOMMUNICATION SERVICES.

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
P O Box 83720
Boise, Idaho 83720-0800

Secretary of State use only

IDAHO SECRETARY OF STATE

04/28/1998 09:00
CK: 77496 CI: 68600 RI: 105183

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ACA593

File Two Copies along with a Certificate of Corporate Status or Existence

Fee: \$100 if typed with no attachments
\$120 if not typed or if attachments are included

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

Name	Office	Address
JAMES S. GRABOWSKI	DIR., PRES., SEC'Y. &	1344 SHERMER ROAD, SUITE 250
	TREAS.	NORTHBROOK, IL 60062

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. The application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or county under the laws of which it is incorporated.

Dated: 2nd day of March, 1998

UNISOURCE COMMUNICATIONS INC.

By James S. Grabowski (Corporate name) President
 its President/Vice President (please specify)
 and James S. Grabowski Secretary
 its Secretary/Assistant Secretary (please specify)

STATE OF Pennsylvania)
 COUNTY OF Philadelphia) ss:

I, James A. Curran, a notary public, do hereby certify that on this 2nd
 day of March, 19 98, personally appeared before me JAMES S. GRABOWSKI,
 who being by me first duly sworn, declared that (s)he is the PRESIDENT of
UNISOURCE COMMUNICATIONS INC.

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

NOTARIAL SEAL
 JAMES A. CURRAN, Notary Public
 City of Philadelphia, Phila. County
 My Commission Expires Aug. 7, 1999

James A. Curran
 Notary Public

File Number 5967-690-3

98 APR 27 PM 3:01
SECRET

STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that

UNISOURCE COMMUNICATIONS INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE NOVEMBER 24, 1997, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this 13TH
day of APRIL *A.D., 19* 98

George H Ryan

SECRETARY OF STATE