

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
BUDGET CALL LONG DISTANCE, INC.**

File Number C 145218

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: 23 August 2002

Pete T. Cenarrusa
SECRETARY OF STATE



By Kris Hart



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2002 AUG 23 PM 2:05

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is: Budget Call Long Distance, Inc.
2. The name which it shall use in Idaho is: Budget Call Long Distance, INC.
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: 4/10/1992
5. The address of its principal office is: 1080 Pittsford Victor Road
Pittsford, NY 14534
6. The address to which correspondence should be addressed, if different from item 5, is: _____
7. The street address of its registered office in Idaho is: 300 North 6th Street
Boise, ID 83702 and its registered agent in Idaho at that address is: CT Corporation
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Mitchell Sussis</u>	<u>Director / VP</u>	<u>As Above</u>
<u>Robert Klug</u>	<u>Director / CFO</u>	<u>As Above</u>

Dated: 8/14/02

Signature: Mitchell Sussis

Typed Name: Mitchell Sussis

Capacity: Director

Customer Acct #:	
(if using pre-paid account)	
Secretary of State use only	

forms/applications/forprofit/pml6
Revised 01/2001

IDaho SECRETARY OF STATE
08/23/2002 05:00
CK: 6007889 CT: 162949 BH: 484495
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Delaware

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The First State

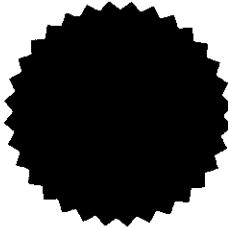
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY "BUDGET CALL LONG DISTANCE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF AUGUST, A.D. 2002.

AND I DO FURTHER CERTIFY THAT THIS OFFICE HAS BEEN INFORMED THAT THIS CORPORATION HAS FILED A PETITION UNDER CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE, AND THAT ALL FRANCHISE TAXES, EXCEPT CERTAIN PRE-PETITION FRANCHISE TAXES, HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1932064

DATE: 08-12-02