



Department of State.

**CERTIFICATE OF AUTHORITY
OF
AMERICAN TELECOMMUNICATIONS CORP.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AMERICAN TELECOMMUNICATIONS CORP.

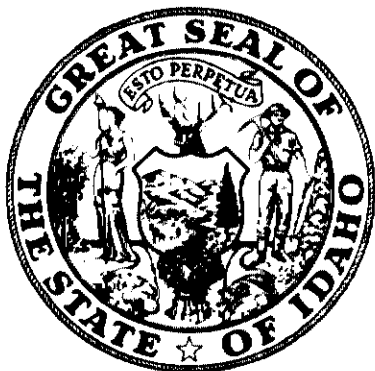
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to AMERICAN TELECOMMUNICATIONS CORP.

to transact business in this State under the name AMERICAN TELECOMMUNICATIONS CORP.

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated October 5, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Markers

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 statements

1. The name of the corporation is AMERICAN TELECOMMUNICATIONS CORP.
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 Texas
4. The date of its incorporation is July 26, 1984 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 15851 Dallas Parkway, Ste. 1120, Dallas, Texas 75248
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 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Reseller of long distance to the hotel/motel industry.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Kerry R. Fox</u>	<u>President</u>	<u>P. O. Box 694</u> <u>Windermere, Florida 32786</u>
<u>Charles Fletcher</u>	<u>Vice President</u>	<u>1960 Post Oak Rd.</u> <u>Denton, Texas 76205</u>
<u>Rose A. Patrick</u>	<u>Secretary</u>	<u>1359 Jasmine</u> <u>Lewisville, Texas 75067</u>
<u>Kerry R. Fox</u>	<u>Director</u>	<u>P. O. Box 694</u> <u>Windermere, Florida 32786</u>
<u>R. Bruce McDonald</u>	<u>Director</u>	<u>782 Eyremount Dr., W. Vancouver</u> <u>British Columbia, Canada V7S 2A6</u>
<u>Raymond R. Cottrell</u>	<u>Director</u>	<u>518 Moberley Rd., #7, Vancouver</u> <u>British Columbia, Canada V5Z 4G3</u>

(continued on reverse)

Name

Office

Address

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: September 17, 1987

AMERICAN TELECOMMUNICATIONS CORP.

(Corporation Name)

By

Kerry R. Fox Its President/ Vice President (please specify) President

and

Rose A. Patrick Its Secretary/ Assistant Secretary (please specify) Secretary

STATE OF Texas)

COUNTY OF Daley) ss:

I, Kitty Keeley, a notary public, do hereby certify that on this 17th day of September, 19 87, personally appeared before me Kerry R. Fox, who being by me first duly sworn, declared that he is the President of AMERICAN TELECOMMUNICATIONS CORP.

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



KITTY KEELEY
Notary Public * State of Texas
My Commission Expires 6-27-88

Kitty Keeley
Notary Public



The State of Texas
Secretary of State

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IT IS HEREBY CERTIFIED, THAT
AMERICAN TELECOMMUNICATIONS CORP.
FILED ARTICLES OF INCORPORATION IN THIS OFFICE AND WAS ISSUED
A CERTIFICATE OF INCORPORATION ON

JULY 26, 1984;

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
SEP. 25, 1987



Paul M. Rogers
Secretary of State