

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

Q AND A PROPERTIES, INC.
File Number C 105609

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I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of Q AND A PROPERTIES, INC., changing the corporate name to Q AND A COMMUNICATIONS, INC., 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: May 11, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally J. Clark*

**RESTATED ARTICLES OF INCORPORATION
OF**

**Q AND A COMMUNICATIONS, INC.,
formerly Q AND A PROPERTIES, INC.**

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We, the undersigned, acting as President and Secretary of the corporation under the Idaho Corporation Act, adopt the following Restated Articles of Incorporation for such corporation:

FIRST

The name of the corporation is Q AND A COMMUNICATIONS, INC.

SECOND

The location of the registered office of the corporation in the State of Idaho is 7920 Meadowlark Way, Coeur d'Alene, Idaho 83814.

THIRD

The name of the registered agent of the corporation is ANTHONY PAQUIN, the registered office of the corporation is located at 7920 Meadowlark Way, Coeur d'Alene, Idaho 83814.

FOURTH

The period of its duration is perpetual.

FIFTH

The purpose or purposes for which the corporation is organized is the business of communications by telephonic means and the transaction of any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

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SIXTH

The aggregate number of shares which the corporation shall have authority to issue is ONE MILLION (1,000,000) shares of Class A Common Stock without par value.

SEVENTH

Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of the stockholders holding a majority of the stock at any special meeting called for that purpose.

EIGHTH

The number of directors constituting the initial Board of Directors of the corporation shall be not less than three (3) nor more than nine (9), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

ANTHONY PAQUIN
7920 MEADOWLARK WAY
COEUR D'ALENE, ID 83814

GARY PAQUIN
7920 MEADOWLARK WAY
COEUR D'ALENE, ID 83814

AL TORONTO
7920 MEADOWLARK WAY
COEUR D'ALENE, ID 83814

NINTH

The name and address of the Incorporator is:

ANTHONY PAQUIN
7920 MEADOWLARK WAY
COEUR D'ALENE, ID 83814

TENTH

The following persons subscribe to the following shares:

ANTHONY PAQUIN	55,000 shares
GARY PAQUIN	55,000 shares
AL TORONTO	30,000 shares
DEBRA K. COMPTON	30,000 shares
GARNETT "SANDY" CLARK	30,000 shares
DAVID PAQUIN	20,000 shares

ELEVENTH

The personal liability of each director is eliminated provided that this provision shall not limit the liability of a director for those acts identified in Idaho Code 30-1-54 (2) (a) (b) (c) and (d) as said provisions are presently enacted or hereafter modified.

TWELFTH

Except for the designated amendment to paragraphs One, Five, Six, Eight, and Ten, these Restated Articles of Incorporation correctly set forth the corresponding provisions of the Articles of Incorporation as originally stated, incorporating those amendments to paragraph One changing the name of the corporation; paragraph Five authorizing the corporation to engage in the business of communication by telephonic means; paragraph Six changing the number of stock authorized and changing the stock from One Dollar (\$1.00) per share par value to No Par Value stock; paragraph Eight expanding the Board of Directors; and paragraph Ten setting forth those persons subscribing to shares of stock, and that these Restated Articles of Incorporation together with the designated amendments supersede the original Articles of Incorporation.

The change to No Par Value stock has no effect on stated capital.

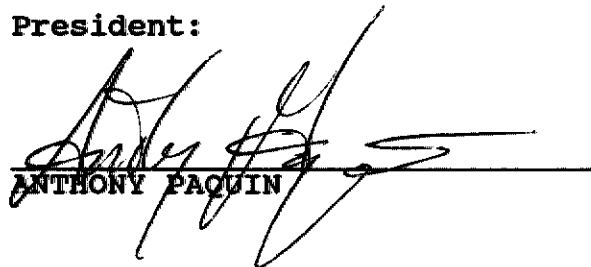
There is one class of stock entitled to vote on the amendments incorporated in these Restated Articles, there are 10,000 shares outstanding and 10,000 shares are entitled to vote on said amendments.

The number of shares of stock voting for said amendment is 10,000, the number of shares of stock voting against the amendment is 0.


The date of adoption of the amendments included in these Restated Articles of Incorporation is the 1st day of April, 1995.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the 1st day of April, 1995.

President:


ANTHONY PAQUIN

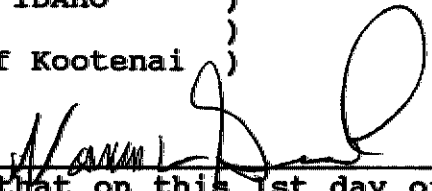
ATTESTED TO:




DEBRA K. COMPTON
Secretary

VERIFICATION

STATE OF IDAHO)

County of Kootenai)

I, , a Notary Public, do hereby certify that on this 1st day of April, 1995, personally appeared before me ANTHONY PAQUIN who, being by me first duly sworn, declared that he is the President of Q AND A COMMUNICATIONS, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.


Notary Public in and for the
State of Idaho.
Residing at: 
My Commission Expires: 9/8/98