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State of Idaho

Department of State

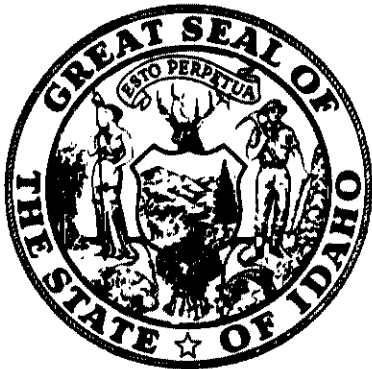
CERTIFICATE OF AUTHORITY OF

IN-FLIGHT PHONE CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of IN-FLIGHT PHONE CORPORATION 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 IN-FLIGHT PHONE CORPORATION to transact business in this State under the name IN-FLIGHT PHONE CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 16, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
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 statement:

1. The name of the corporation is IN-FLIGHT PHONE CORPORATION
2. The name which it shall use in Idaho is IN-FLIGHT PHONE CORPORATION

(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 Delaware
4. The date of its incorporation is January 9, 1990 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 Suite 100, 122 W. 22nd Street, Oak Brook, IL 60521
6. The address to which correspondence should be addressed, if different from that in item 5. Suite 100, 122 W. 22nd Street, Oak Brook, IL 60521
7. The street address of its proposed registered office in Idaho is CT Corporation System
300 N. 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Telecommunications services and sales of related goods and equipment.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Jack Goeken</u>	<u>Chairman/CEO</u>	<u>122 W. 22nd Street, Oak Brook, IL 60521</u>
<u>Sandra Goeken</u>	<u>President/Director</u>	<u>122 W. 22nd Street, Oak Brook, IL 60521</u>
<u>Randall Fischer</u>	<u>Secretary/Treasurer</u>	<u>122 W. 22nd Street, Oak Brook, IL 60521</u>
<u>Talat Othman</u>	<u>Director</u>	<u>3800 N. Wilke Rd, Arlington Heights, IL 60004</u>
<u>Mona Lisa Goeken</u>	<u>Director</u>	<u>1444 W. Renwick Rd, Plainfield, IL 60544</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: August 30, 1991

IN-FLIGHT PHONE CORPORATION

(Corporation Name)

By Sandra H. Goeken

Its President / ~~Vice President~~ (please specify)

and Randall C. Fischer

Its Secretary / ~~Assistant Secretary~~ (please specify)

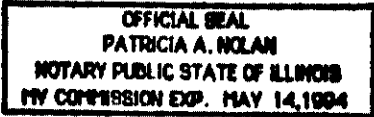
STATE OF ILLINOIS)

COUNTY OF DuPage)

) ss:

I, Patricia A. Nolan, a notary public, do hereby certify that on this 29th day of August, 19 91, personally appeared before me Sandra Goeken and Randall Fischer, who being by me first duly sworn, declared that (s)he is the President of In-Flight Phone Corporation and Randall Fischer declared

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



Patricia A. Nolan
Notary Public

State of Delaware



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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY IN-FLIGHT PHONE CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

* * * * *




Michael Harkins, Secretary of State

AUTHENTICATION: *3163241

DATE: 09/05/1991

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