

State of Idaho

Department of State

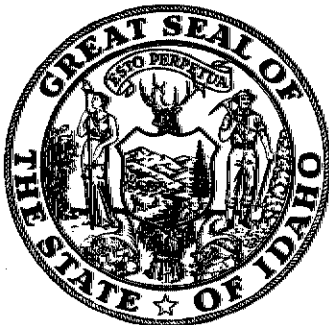
CERTIFICATE OF INCORPORATION OF

SCHLOSSER CONSTRUCTION, INC.
File number C 113816

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: February 21, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sikel*

FEB 20 1 16 PM '96

**ARTICLES OF INCORPORATION
OF
SCHLOSSER CONSTRUCTION, INC.**

FEB 21 3 34 PM '96
SECRETARY OF STATE
STATE OF IDAHO

SECRETARY OF STATE
STATE OF IDAHO

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Idaho.

ARTICLE I NAME

The name of the corporation shall be Schlosser Construction, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Idaho, or any other state, county, territory or nation. The primary purpose shall be to provide and install underground telephone lines and cables to corporations, associations and individuals requesting such services and to perform any act or execute any power in connection therewith permitted by the laws of the State of Idaho.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having no par value.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 1526 Sandlewood Drive, Meridian, Idaho 83642, and the name of the initial Registered Agent for the corporation at that address is Doug Schlosser.

ARTICLE V SPECIAL PROVISIONS

1. The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.
2. The stock of this corporation shall also be qualified as stock issued under the requirements of Subchapter S of the Internal Revenue Code and the shareholders shall make the necessary election to have the stock so treated.

IDAHO SECRETARY OF STATE
DATE 02/20/1996 0900 39066

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

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CK #: 1662 CUST#: 43354
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ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Doug Schlosser
1526 Sandlewood Drive
Meridian, Idaho 83642

ARTICLE IX INCORPORATOR

The names and address of the incorporators are:

Doug Schlosser
1526 Sandlewood Drive
Meridian, Idaho 83642


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 20th day of February, 1996.

Incorporator:


DOUG SCHLOSSER

State of Idaho)
) ss.
County of Ada)

The foregoing instrument was executed and acknowledged before me this 20th day of February, 1996, by Doug Schlosser.


NOTARY PUBLIC FOR IDAHO
Residing in Boise
Lifetime Commission