

96422

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

USA TELCOMM, INC.

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: September 30, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Angie Hahn

Corporation Clerk

SEP 30 11 52 AM '91
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
USA TELCOMM, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST

The name of the Corporation is USA TELCOMM, INC.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is for the resale of long distance services and for any lawful business for which may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 50,000 with no par value.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

The location of the initial registered office of the Corporation is 11355 W. Pattie Ct. Boise, Idaho 83704, and the name of its initial registered agent at such address is Brian A. Nye

SEVENTH

The number of directors constituting the initial Board of Directors is two (2) and the names and addresses of the persons who are to serve until the first annual meeting of shareholders and until successors are elected are qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Brian A. Nye	11355 W. Pattie Ct Boise, Idaho 83704
Terry L. Beardsley	11355 W. Pattie Ct Boise, Idaho 83704


EIGHTH

The name and address of the incorporator is as follows:

Brian A. Nye
11355 W. Pattie Ct.
Boise, Idaho 83704

NINTH

The Board of Directors is expressly authorized to alter, amend or repeal the By-Laws, subject to repeal or change by a majority vote of the shareholders.



Brian A. Nye
Incorporator

State of Idaho

County of Ada

On the 30th day of September 1991, personally appeared before me, a notary public, who acknowledged that he is Brian A. Nye and executed the above freely and voluntarily.

Notary Public for Idaho
Commission expires _____