



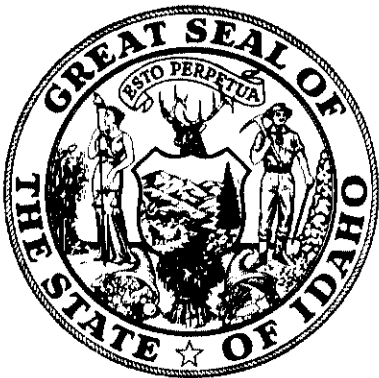
CERTIFICATE OF INCORPORATION  
OF

TELECOMMUNICATIONS SERVICES COMPANY

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 08, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

ARTICLES OF INCORPORATION  
OF  
TELECOMMUNICATIONS SERVICES COMPANY

FEB 4 9 51 AM '81  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, WILLIAM A. EISENBARTH of Boise, Ada County, Idaho, ANDREW J. FINK of Boise, Ada County, Idaho all being persons of full age and citizens of the United States of America, do hereby, as incorporators thereof, form a corporation under the provisions of the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation as follows:

ARTICLE I

That the name of said corporation is: TELECOMMUNICATIONS SERVICES COMPANY

ARTICLE II

That the purposes for which said corporation is formed are as follows:

To provide high value services for telecommunications network access discounts and operations, and management and data information systems support in configurations of every kind, form and nature.

To invest, design, distribute, produce and qualify all of the above.

To engage in and carry on and conduct a general operation to fulfill the above, including the designing, producing, constructing, enlarging, extending, remodeling, completing, removing, consulting and/or otherwise engaging in any work in connection with any and all types of services for telecommunications network access and management and data information systems support and other such systems or works directly or indirectly related thereto.

And to manufacture or otherwise acquire and furnish all buildings and other materials and supplies connected therewith or required therefor; to design, produce, adapt, and prepare, deal in and deal with any materials, articles, or things incidental to or required for, or useful in connection with and incidental to any of the matters aforesaid.

To carry on any activity or activities that might be related to any of the above described powers of the said corporation;

To acquire, hold, possess, and own patents and copyrights, improvements, and franchises, or to acquire licenses under such

patents and copyrights for the design, distribution and sale of any and all improvements thereon or articles of any nature, and to beneficially use rights under such patents and copyrights by vending said patents or copyrights or rights or licenses thereunder;

To borrow money and to issue bond, debentures and other obligations of the corporation and to mortgage or pledge its property to secure such borrowed money or other obligations;

To acquire, own, hold, lease, build and/or erect any and all buildings, structures and plants that may be deemed suitable to the furtherance of the foregoing or for any purposes for which the corporation is formed and to operate, manage, control, rent, sell or otherwise dispose of the same.

To receive, acquire, own, hold, purchase, dispose of, convey, mortgage, pledge and/or lease real and personal property of every kind, nature and description whether or not the same is used in connection with any of the purposes of said corporation; to dispose of, sell, lease, assign, transfer, mortgage, pledge and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, assign, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidence of indebtedness of other corporations, domestic or foreign; to acquire, invest in, own and dispose of the capital stock of the corporation; and also to have all of the powers and authority authorized or provided for by Section 30-114 of Idaho Code Annotated, as amended; and

To exercise and perform any and all of the herein/before mentioned and described powers, objects and matters, within and/or without the State of Idaho.

### **ARTICLE III**

That the duration of said corporation shall be perpetual.

### **ARTICLE IV**

That the location and post office address of the registered office of said corporation in Idaho shall be 919 Harrison Blvd., Boise, Idaho, 83702. Branch offices or places of business of said corporation may be hereafter established at any other place either within or without the State of Idaho whenever necessary in the judgment of the Board of Directors for the proper prosecution of the objects and purposes of said corporation. Registered agent is Andrew J. Fink.

#### **ARTICLE V**

That classes of stock are authorize: (A) That the authorized common stock shares of said corporation shall be 100,000 shares of the par value of Ten Cents (\$0.10) per share. Each share of common stock shall be entitled to one (1) vote and shall represent all of the voting shares of the corporation; (B) That 1,500,000 shares of One Dollar (\$1.00) par value, either non-cumulative or cumulative callable preferred stock with or without subscription warrants at dividends set by the Board are authorized; Each share of preferred stock shall be paid dividends at a rate specified at issuance and shall have preference over common stock in the payment of dividends and the liquidation of assets. Preferred stock shall not carry voting rights. (C) The Board Of Directors is expressly vested authority to issue shares of preferred or special classes in series and to create and issue rights or options entitling the holders of any of the corporation's securities to purchase from the corporation shares of any class or classes.

That said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.

#### **ARTICLE VI**

That the number of Directors of said corporation shall be fixed by the By-Laws of the corporation; provided, however, said corporation shall have not less than two (2) Directors. The first Board of Directors shall be two (2) in number, consisting of William. A. Eisenbarth and Andrew J. Fink, who shall serve until the annual election of Directors in the year 1992.

#### **ARTICLE VII**

That the qualifications, term of office, manner of election, time and place of meeting and the powers and duties of the Directors of this corporation shall be prescribed by the By-Laws;

That the Directors of the corporation shall have the power and authority to alter, repeal and amend the By-Laws, and adopt new By-Laws of the corporation, in the manner fixed by the By-Laws of the corporation.

#### **ARTICLE VIII**

That the names and post office addresses of the incorporators of said corporation and the number of shares therein subscribed by each of said incorporators are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>
W.A.Eisenbarth	226 N. Allumbaugh #308 Boise, Idaho 83704	50,000
A.J. Fink	919 Harrison Blvd Boise, Idaho 83702	50,000

#### **ARTICLE IX**

