



APPLIATION FOR CERTIFICATE OF AUTHORITY

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 Mountain Bell Technologies, Inc.

2. The name which it shall use in Idaho is Mountain Bell Technologies, Inc.

(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 Colorado

4. The date of its incorporation is June 20, 1984 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 5500 S. Quebec, Suite 306, Englewood, Colorado 80111

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 North 6th Street,  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Providing telecommunications services

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Donald B. Estes	Dir./President	7373 W. Walden Drive, Littleton, CO 80123
George T. Bruno	Dir./Vice President	10994 Manet Way, Northglenn, CO 80030
JoLynne Whiting	Dir./Vice President	2435 S. Lansing Way, Aurora, CO 80014
F. Ernest Lombard	Dir./Vice President, Secretary & Treasurer	3040 E. Geddes Place, Littleton, CO 80122

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
1	Common	No Par Value

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
1	Common	No Par Value

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: July 20, 1984

Mountain Bell Technologies, Inc.

By

Donald B. Estes

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

and

H. Ernest Lombard

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

STATE OF Colorado )

COUNTY OF Arapahoe )ss

I, William R. Curtis, a notary public, do hereby certify that on this \_\_\_\_\_ day of July, 19 84, personally appeared before me Donald B. Estes, who being by me first duly sworn, declared that he is the President of Mountain Bell Technologies, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

William R. Curtis

Notary Public

My Commission Expires Oct. 28, 1987

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JUN 20 1 47 PM '84  
DEPARTMENT OF STATE  
STATE OF COLORADO

ARTICLES OF INCORPORATION  
of

FILED  
COLO. DEPT. OF STATE  
JUL 27 3 33 PM '84  
576776-5202  
SECRETARY OF STATE

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Colorado Corporation Code, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE. The name of the corporation is Mountain Bell Technologies, Inc.

ARTICLE TWO. The duration of the corporation shall be perpetual.

ARTICLE THREE. The purpose for which the corporation is organized is the transaction of all lawful business within or without the United States, either directly or through subsidiary or affiliated companies.

ARTICLE FOUR. The corporation shall have all the powers granted by the Colorado Corporation Code and all the powers necessary or convenient to effect the corporation's purpose including the power to form and own shares or other interests in companies formed under the laws of jurisdictions foreign to the United States.

ARTICLE FIVE. The aggregate number of shares of stock which the corporation shall have authority to issue is one (1) share without par value.

ARTICLE SIX. Cumulative voting shall not be allowed in the election of directors of the corporation.

ARTICLE SEVEN. Shareholders shall have no preemptive right to acquire additional unissued or treasury shares of the corporation or securities convertible into shares or carrying stock purchase warrants or privileges.

ARTICLE EIGHT. The address of the corporation's principal office in the State of Colorado is 5500 South Quebec Street, Suite 306, Englewood, Colorado 80111. The name and address of the corporation's initial registered agent is The Corporation Company, 1700 Broadway, Denver, Colorado 80290.

ARTICLE NINE. The number of directors constituting the initial board of directors of the corporation is three (3). The names and addresses of the persons who are to serve as directors

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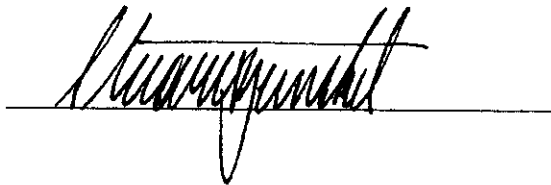
until the first annual meeting of shareholders or until their successors are elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Donald B. Estes	7373 W. Walden Drive Littleton, Colorado 80123
George T. Bruno	10994 Manet Way Northglenn, Colorado 80030
JoLynne Whiting	2435 S. Lansing Way Aurora, Colorado 80014

ARTICLE TEN. The name and address of the incorporator is Stuart S. Gunckel, 4020 South Holly, Englewood, Colorado 80110.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate this 20th day of June, 1984.

STATE OF COLORADO     )  
                                  ) ss.  
COUNTY OF DENVER     )



Before me, TERRY K. ROBERTS a Notary Public in and for said County and State, personally appeared Stuart S. Gunckel, who acknowledged before me that he signed the foregoing Articles of Incorporation as the incorporator and that the facts contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of June, 1984.

Terry K Roberts  
Notary Public

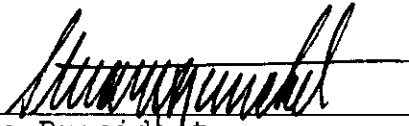
931-14<sup>th</sup> STREET  
DENVER, CO 80202  
(Address)

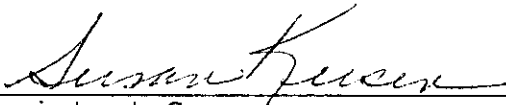
My Commission expires: July 6, 1986

CONSENT TO USE NAME

TO: Secretary of State  
State of Colorado

The Mountain States Telephone and Telegraph Company  
hereby consents to the use of its duly filed or registered  
tradenname or assumed business name, Mountain Bell, by Moun-  
tain Bell Technologies, Inc.

  
\_\_\_\_\_  
Vice President

  
\_\_\_\_\_  
Assistant Secretary

Dated this 11<sup>th</sup> day of June, 1984.