

State of Idaho

Department of State

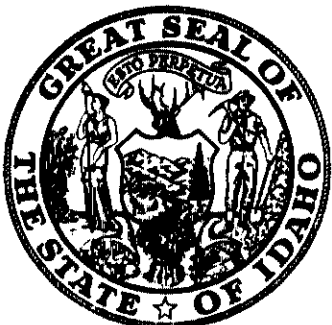
CERTIFICATE OF AUTHORITY OF

MFS INTELENET OF IDAHO, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MFS INTELENET OF IDAHO, INC. 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 MFS INTELENET OF IDAHO, INC. to transact business in this State under the name MFS INTELENET OF IDAHO, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: April 13, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara J. J. J.*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

APR 13 2 14 PM '94
SECRETARY OF STATE

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 MFS Intelenet of Idaho, Inc.
2. The name which it shall use in Idaho is _____
(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 March 21, 1994 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 1209 Orange St., Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5. 3555 Farnam St., Omaha, Nebraska 68131
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 is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continued on reverse)

Submit application and certificate of status to:

IDAHO SECRETARY OF STATE
19940413 0900 71826 4
Office of the Secretary of State
CK #1 CUST# 1
Division of Corporations
10 20.00= 20.00
Statehouse, Room 203
Boise, Idaho 83720

: C

Secretary of State use only

IDAHO SECRETARY OF STATE
19940413 0900 71826 2
CK #: 47328 CUST# 21069
CORP 10 120.00= 120.00

: C

ACA593

File Two Copies along with a Certificate
of Corporate Status or Existence

Fee: \$100 if typed with no attachments
\$120 if not type or if attachments are included

(IDAHO - 2542 - 7/13/93)

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

Name	Office	Address
<u>See attached list of directors and officers</u>		

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: 3/29/94

MFS Intelenet of Idaho, Inc.

(Corporation Name)

By Kirby G. Pickle

Kirby G. Pickle Its President/Vice President (please specify)

and Terrence J. Ferguson

Terrence J. Ferguson Its Secretary/Assistant Secretary (please specify)

STATE OF Nebraska

)ss:

COUNTY OF Douglas

I, Carol A. Nicola

, a notary public, do hereby certify that on

this 29th day of March, 19 94, personally appeared before

me Terrence J. Ferguson, who being by me first duly sworn, declared that (s)he

is the Secretary of _____

MFS Intelenet of Idaho, Inc.

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



Carol A. Nicola

Notary Public

OFFICERS:

Royce J. Holland	Chairman and Chief Executive Officer	3555 Farnam St. Omaha, NE 68131
Kirby G. Pickle	President and Chief Operating Officer	6 Century Drive Parsippany, NJ 07054
L. C. Baird	Vice President	3555 Farnam St. Omaha, NE 68131
Steven V. Jones	Vice President	3555 Farnam St. Omaha, NE 68131
David L. Piazza	Vice President	6 Century Drive Parsippany, NJ 07054
Terrence J. Ferguson	Secretary	3555 Farnam St. Omaha, NE 68131

DIRECTORS:

Royce J. Holland	3555 Farnam St. Omaha, NE 68131
Kirby G. Pickle	6 Century Drive Parsippany, NJ 07054
Terrence J. Ferguson	3555 Farnam St. Omaha, NE 68131
James Q. Crowe	3555 Farnam St. Omaha, NE 68131
R. Douglas Bradbury	3555 Farnam St. Omaha, NE 68131

Office of the Secretary of State

Apr 13 3 42 PM '94

SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY "MFS INTELENET OF IDAHO, INC." 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 ELEVENTH DAY OF APRIL, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

*William T. Quillen*

William T. Quillen, Secretary of State

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944060945

AUTHENTICATION:

7084581

DATE:

04-11-94