

State of Idaho

Department of State

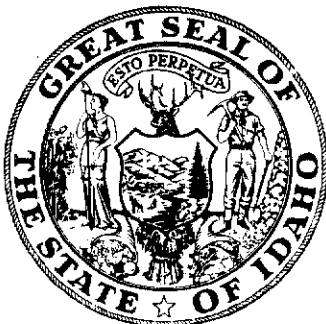
CERTIFICATE OF AUTHORITY OF

INMARK, INC.
File number C 117213

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

Dated: November 22, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Seri Somack*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

Nov 22 10 40 AM '96
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is Inmark, Inc.
2. The name which it shall use in Idaho is Inmark, Inc.
3. It is incorporated under the laws of Minnesota
4. Its date of incorporation is 3/27/95 and its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is
2233 University Ave., Suite 440 St. Paul, MN 55114
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its 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:
Resale of long distance telecommunications services.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Willie Gray	President	2233 University Ave. Ste. 440 St. Paul MN 55114
James Holmquist	Vice Pres.	2233 University Ave Ste 440 St. Paul MN 55114
_____	_____	_____
_____	_____	_____
_____	_____	_____

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: 11/8/96

Inmark, Inc.

(Corporation name)

By

J. Holmquist Vice President
Its President, Vice President, Secretary or Assistant Secretary
(please specify)

IDAHO SECRETARY OF STATE
Secretary of State use DATE 11/22/1996 0900 41377
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EXPEDITE C 1@ 20.00= 20.00
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State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

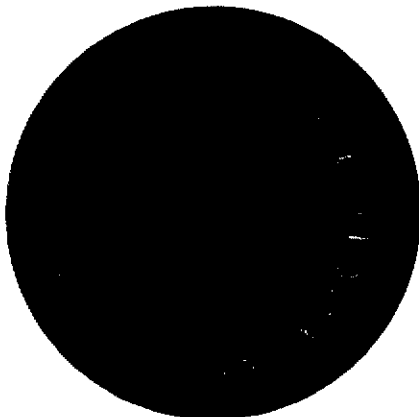
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: INMARK, INC.

Date Formed: 03/27/1995

Chapter Governed By: 302A

This certificate has been issued on 11/13/96.



Joan Anderson Grove
Secretary of State.