

Exhibit 1

Articles of Incorporation and Bylaws

CertifiedCopy Merge.doc

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

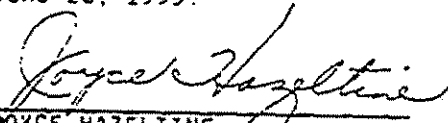
BUSINESS CORPORATION

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that the Articles of Incorporation of FIRSTEL, INC. duly signed and verified, pursuant to the provisions of the South Dakota 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 hereby issued this Certificate of Incorporation and attach hereto a duplicate of the Articles of Incorporation of FIRSTEL, INC.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this June 28, 1993.


JOYCE HAZELTINE
Secretary of State

Filed this 28th day of June 1993

James H. Hightower

CLERK OF STATE

9 0 0 7 2 0 7 0 0 0 0

ARTICLES OF INCORPORATION
OF
FIRSTEL, INC.

RECEIVED
JUN 28 1993
Secretary of State

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

ARTICLE I: The name of the corporation shall be FIRSTEL, INC.

ARTICLE II: The period of existence shall be perpetual.

ARTICLE III: The purposes for which the corporation is formed are to carry on and conduct a general corporate business for the buying, selling, leasing, reselling, operating, maintaining or otherwise engaging in long distance telecommunications of any type or kind; buying, selling and dealing in all kinds and forms of property, both real or personal, and the doing of any and all other business and contracting incidental thereto or connected therewith and the doing and performing of any and all actions and things necessary, proper, or incidental to such business; dealing in goods, wares and merchandise of all kinds; to borrow or lend money; to take by will or gift; and to engage in any lawful business or activity as authorized under the South Dakota Business Corporation Act.

ARTICLE IV: The aggregate number of shares which the corporation shall have the authority to issue is 1,000,000 shares of

9 0 7 2 1 7 0 0 0

common stock, each share having the par value of \$1.00 for a total authorized capital stock in the sum of \$1,000,000.00.

ARTICLE V: The address of the initial registered office is 303 3rd Street, Brandon, South Dakota 57005.

ARTICLE VI: The name of the initial registered agent at such address is Richard S. Law, 303 3rd Street, Brandon, South Dakota 57005.

ARTICLE VII: The number of directors of this corporation shall be not less than one nor more than five. The number of directors constituting the initial Board of Directors shall be one. The name and address of the initial Board is:

<u>NAME</u>	<u>ADDRESS</u>
Richard S. Law	303 3rd Street Brandon, SD 57005

ARTICLE VIII: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Richard S. Law	303 3rd Street Brandon, SD 57005

ARTICLE IX: The directors of this corporation shall not be liable, personally, for monetary damages for breach of fiduciary duty as a director, except for any breach of the director's duty of loyalty to the corporation or its shareholders for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, for any violation of SDCL §§47-5-15 to 47-5-19, inclusive, or for any transaction from which the director derived an improper personal benefit, all as set forth in SDCL §47-2-58.8.

- 2 -

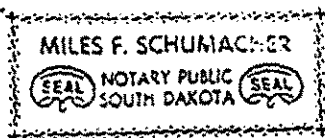
9 0 0 7 . 5 / 3 . 0 ,

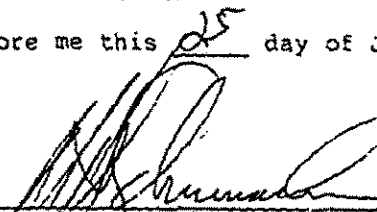
tion of a lawful business as set forth in said Articles and not for the purpose of enabling any corporation or corporations to avoid the provisions of SDCL Chapter 37-1, relating to unlawful trusts and combinations, and laws amendatory thereto.


Richard S. Law

Subscribed and sworn to before me this 25 day of June,

1993.




Notary Public, South Dakota


(SEAL)

My Commission Expires 4-1-98

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, RICHARD S. LAW, hereby give my consent to serve as the registered agent for FIRSTEL, INC.

Dated June 25, 1993.


Richard S. Law

9 3 0 7 2 5 7 0 2 0 9

Receipt No 380934

File No DJB033181

Filed at Request of

CHRISTOPHERSON BAILIN & ANDERSON
MILES SCHUMACHER
509 SOUTH DAKOTA AVENUE
SIOUX FALLS SD 57102

ART OF INC
OF
FIRSTEL, INC.

1,000,000 @ \$1.00

State of South Dakota
Office of Secretary of State ss

Filed in the office of the Secretary of State on
the 28th day of JUNE 19 93

Dorcas Daybellini
Secretary of State

By _____
Deputy

Fee Received \$100

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File Date: _____
Receipt No.: _____

FILING FEE: \$5 In addition to annual report fee

Pursuant to the provisions of the South Dakota Corporation Acts, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is Firstel, Inc.
2. The previous street address, or a statement that there is no street address, of its registered office 303 3rd Street Brandon, SD ZIP + 4 57005-1255
3. The street address, or a statement that there is no street address, to which the registered office is to be changed is 110 S. Phillips Avenue #202
Sioux Falls, SD ZIP + 4 57102
4. The name of its previous registered agent is Richard S. Law
5. The name of its successor registered agent is Fred L. Thurman
* The Consent of Registered Agent below must be completed by the new agent.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. This change has been authorized by resolution duly adopted by the board of directors.

The statement must be signed by the chairman of the board of directors, or by its president, or by another of its officers in the presence of a notary public.

Date 8-26 19 94

[Signature]
(signature)
President
(title)

STATE OF South Dakota
COUNTY OF Minnehaha ss

I, Cynthia K. Johnson, a notary public, do hereby certify that on this 26th day of August 19 94, personally appeared before me Fred L. Thurman who, being by me first duly sworn, declared that he/she is the President of Firstel, Inc. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires 2-27-97

[Signature]
Notary Public

(Notarial Seal)

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Fred L. Thurman, hereby give my consent to serve as the
(name of registered agent)
registered agent for Firstel, Inc.
(corporate name)

Dated 8-26 19 94

[Signature]
(signature)

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, SD 57501-5070
605-773-4845

STATEMENT OF CHANGE OF
REGISTERED OFFICE, OR REGISTERED AGENT, OR BOTH
FILING FEE: \$10

RECEIVED
NOV 16 1998
S.D. SEC. OF STATE

Pursuant to the provisions of the South Dakota Corporation Acts, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is FIRSTEL, INC. DB 33181
2. The previous street address, or a statement that there is no street address, of its registered office 110 S. Phillips Ave. 202, Sioux Falls, SD 57104-6727 ZIP + 4
3. The street address, or a statement that there is no street address, to which the registered office is to be changed is c/o C T CORPORATION SYSTEM, 319 S. Corban Street,
Pierre, SD ZIP + 4 57501
4. The name of its previous registered agent is Thurman, Fred L.
5. The name of its successor registered agent is * C T CORPORATION SYSTEM
*The Consent of Registered Agent below must be completed by the new agent.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. This change has been authorized by resolution duly adopted by the board of directors.

This statement may be signed by the chairman of the board of directors, by its president or by another officer in the presence of a notary public.

Date Oct. 13 19 98

William H. Zimmer III
(Signature)

Secretary
(Title)

STATE OF MISSOURI
COUNTY OF ST. LOUIS ss

I, Jacqueline Sonnenberg a notary public, do hereby certify that on this 13 day of October 19 98 personally appeared before me William H. Zimmer III who, being by me first duly sworn, declared that he/she is the Secretary of FIRSTEL, INC. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires Aug 27, 2002
(Notarial Seal)

Jacqueline Sonnenberg
Notary Public

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, C T CORPORATION SYSTEM hereby give my consent to serve as the
(name of registered agent)

registered agent for FIRSTEL, INC.
(corporate name)

Dated 11/11 19 98

By: [Signature]
(signature of registered agent)

(S.D. - 1692 - 7/29/97)

J. L. Miles, Asst. Secretary
Revised 8/97

RECEIPT NO. 7-15-1

FILE NO. DB033181

FEE RECEIVED: \$ 10.00

9301292.0196
1/13/99

STATEMENT OF CHANGE
OF
FIRSTEL. INC.

Stock:

Filed at the Request of:
MARNE J HOFFMAN
CT CORPORATION SYSTEM
120 SOUTH CENTRAL AVE
CLAYTON MD 63105

State of South Dakota ss
Office of the Secretary of State

Filed in the office of the Secretary of
State on November 16, 1998

JOYCE HAZELTINE
Secretary of State

By _____
Deputy

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Amendment

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Amendment to the Articles of Incorporation of **FIRSTEL, INC.** changing its name to **IONEX COMMUNICATIONS NORTH, INC.** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, 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 hereby issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate of the Articles of Amendment.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this March 30, 2000.

A handwritten signature in cursive script, reading "Joyce Hazeltine".

Joyce Hazeltine
Secretary of State

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, SD 57501-5070
605-773-4845

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

0005301.0198
5/11/00

RECEIVED
MAR 30 2000
S.D. SEC. OF STATE

Pursuant to the provisions of SDCL 47-2-9, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is FirsTel, Inc.

2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on March 27, 19 2000, in the manner prescribed by the South Dakota Corporation Acts:

OR

No shares have been issued and the following amendment was adopted by the Board of Directors on ---, 19 ---.

RESOLVED, that the Articles of Incorporation of the Corporation be amended so that Article FIRST thereof shall read in its entirety as follows:

"FIRST: The name of the corporation is: Ionex Communications North, Inc."

Filed this 30th day of March 2000
J. Lynn
SECRETARY OF STATE

3. The number of shares of the corporation outstanding at the time of such amendment was 1,064.14; and the number of shares entitled to vote thereon was 1,064.14.

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class: Common Number of shares: 1,064.14

5. The number of shares voted for such amendment was 1,064.14.
The number of shares voted against such amendment was 0.

The number of shares of each class entitled to vote thereon as a class voted for and against such amendment was:

Class: Common Number of shares:
For: 1,064.14 Against: 0

dlb33/121
871974
871975

0005301.0198

6. The manner, if not set forth in such amendment, in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

--KA--

7. The manner in which such amendment effects a change in the amount of stated capital, and a statement expressed in dollars, of the amount of stated capital as changed by such amendment.

--KA--

To be signed in the presence of a notary public by either the chairman of the board of directors, or by the president or any other officer.

FIRSTEL, INC.

Dated March 27, 192000.

By: --REFER TO ATTACHED PAGE FOR SIGNATURE/NOTARY--
(Signature)

(Title)

State of _____
County of _____

On this _____ day of _____, 19____, before me _____
personally appeared _____, known to me, or proved to me,
to be the _____ of the corporation that is described in and that
executed the within instrument and acknowledged to me that such corporation executed same.

Notarial Seal

My Commission Expires: _____

Notary Public

FILING FEE: \$20

1. Please list EXACT corporate name in number one.
2. Complete signatures and titles of the officers signing for the corporation.
3. Complete notary verification.

An ORIGINAL and ONE EXACT COPY of the Articles of Amendment must be submitted

SOS CRP 455 09/90

0005301.0198
5/11/00
SIGNATURE PAGE
TO
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

-FIRSTEL, INC.-

FIRSTEL, INC.

By: [Signature]
Name:
Title: CEO

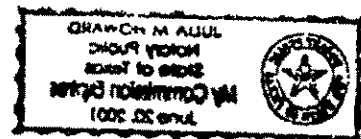
STATE OF TEXAS
COUNTY OF DALLAS

On this 27th day of March, 2000, before me personally appeared
MARK BACON, known to me, or proved to me, to be the
CEO of the corporation that is described in and that executed the within
instrument and acknowledged to me that such corporation executed same.



[Signature]
Notary Public

My Commission Expires



0005301.0198
5/11/00

Receipt Number: 871974, 871975

File Number DB033181

ART OF AMENDMENT

For

FIRSTEL, INC. changing its name to IONEX COMMUNICATIONS NORTH, INC.

Filed at the request of:

CT CORPORATION
GENE MAYER
319 S COTEAU ST
Pierre SD 57501

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: Thursday, March 30, 2000


Secretary of State

Fee Received: \$20

325 141 10/23/2003

Receipt Number: _____

1224199

File Number

DB033181



STATEMENT_OF_CHANGE

For

IONEX COMMUNICATIONS NORTH, INC.

Filed at the request of:

CSC
PO BOX 591
WILMINGTON DE 19899

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: **Thursday, July 03, 2003**

Chi Nelson

Secretary of State

Fee Received: \$10.00

325 141 10/23/2003
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
605-773-4845

03035181
**STATEMENT OF CHANGE OF REGISTERED OFFICE,
OR REGISTERED AGENT, OR BOTH**
FILING FEE: \$10

Pursuant to the provisions of the South Dakota Corporation Acts, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is IONEX COMMUNICATIONS NORTH, INC.

RECEIVED

2. The previous street address, or a statement that there is no street address, of its registered office

319 South Coteau Street, Pierre, SD

ZIP 57501-3108

S.D. SEC. OF STATE

3. The street address, or a statement that there is no street address, to which the registered office is to be changed is

503 South Pierre Street

Pierre, SD

ZIP 57501

Filed this 3 day of

4. The name of its previous registered agent is C T Corporation System

5. The name of its successor registered agent is * Corporation Service Company

* The Consent of Registered Agent below must be completed by the new agent.

SECRETARY OF STATE

6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

7. This change has been authorized by resolution duly adopted by the board of directors.

The statement may be signed by the chairman of the board of directors, by its president or by another of its officers in the presence of a notary public.

Date June 27, 2003

Anne Martin

(Signature)

Anne Martin, Attorney in Fact

(Title)

STATE OF DELAWARE

COUNTY OF NEW CASTLE

I, Elizabeth A. Dawson

, a notary public, do hereby certify that on this 27th day of June, 2003, personally appeared before me Anne Martin who, being by me first duly sworn, declared that he/she is the Attorney in Fact of IONEX COMMUNICATIONS NORTH, INC. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

May 17, 2005

My Commission Expires

Elizabeth A. Dawson

(Notary Public)

Elizabeth A. Dawson

Notarial Seal

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Corporation Service Company, hereby give my consent to serve as the
(name of registered agent)

registered agent for IONEX COMMUNICATIONS NORTH, INC.

(corporate name)

Dated June 27, 2003

Corporation Service Company

By: Sylvia Queppet
(signature of registered agent)

Sylvia Queppet, Asst. Vice President

STATE OF)
COUNTY OF)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Gregory C. Lawhon, the Senior Vice President, Secretary and General Counsel of Birch Telecom, Inc. ("the Company"), a Corporation established under the laws of DE, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Anne Martin and Maureen Cullen attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Anne Martin shall exercise the power of Vice President and Maureen Cullen shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Gregory C. Lawhon, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 29th day of May 2003.

Birch Telecom, Inc.

BY: Gregory C. Lawhon
Gregory C. Lawhon
Senior Vice President, Secretary and General Counsel

Subscribed and sworn to before me this 29th day of May, 2003.

Barbara P. Fillingner
Notary Public

BARBARA P. FILLINGER
Notary Public-Notary Seal
State Of Missouri
Commissioned In Jackson County
My Commission Expires June 6, 2004

NAME OF ENTITY

BIRCH TELECOM, INC.

IONEX COMMUNICATIONS, INC.

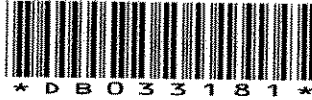
IONEX COMMUNICATIONS NORTH, INC.

IONEX COMMUNICATIONS SOUTH, INC.

TELECOM RESOURCES, INC.

Receipt Number: _____

File Number **DB033181**



ARTICLES_OF_AMENDMENT

For

IONEX COMMUNICATIONS NORTH, INC.

Filed at the request of:

**MARILYN PERSON
819 W THIRD
Pierre SD 57501**

*State of South Dakota
Office of the Secretary of State*

Filed in the office of the Secretary of State on: **April 14, 2006**

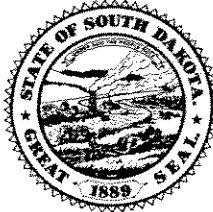


A handwritten signature in cursive script that reads 'Chris Nelson'.

Secretary of State

Fee Received: \$50

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

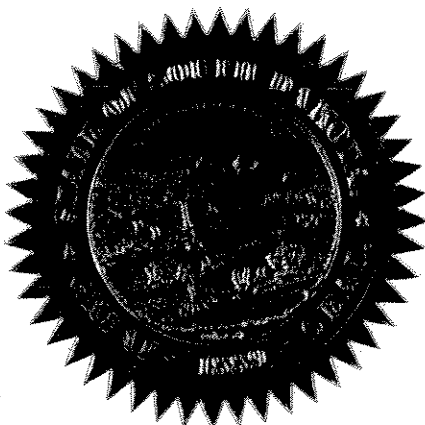
Certificate of Amendment

ORGANIZATIONAL ID #: DB033181

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Amendment to the Articles of Incorporation of **IONEX COMMUNICATIONS NORTH, INC.** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, 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 hereby issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this April 14, 2006.



Chris Nelson
Secretary of State

Filed this 14th day of April, 2006
Chris Nelson
SECRETARY OF STATE

RECEIVED
APR 14 06
S.D. SEC. OF STATE

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
IONEX COMMUNICATIONS NORTH, INC.

Adopted in accordance with the provisions
of SDCL 47-1A-1008

It is hereby certified that:

FIRST: The original Articles of Incorporation of Firstel, Inc. (the "Corporation") were filed with the Secretary of State of the State of South Dakota on June 28, 1993. Articles of Amendment to the Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of South Dakota on March 30, 2000, changing the name of the Corporation from "Firstel, Inc." to "Ionex Communications North, Inc."

SECOND: These Articles of Amendment amend the provisions of the Amended Articles of Incorporation of the Corporation, and were duly adopted pursuant to the Corporation's Plan of Reorganization as filed with the United States Bankruptcy Court for the District of Delaware and confirmed by such court as of March 30, 2006 (the "Plan") pursuant to Chapter 11 of Title 11 of the United States Code and otherwise in accordance with SDCL 47-1A-1008.

THIRD: The Amended Articles of Incorporation are hereby amended as follows:

1. Adding the following Article to the end of such document:

"ARTICLE XII: The issuance of nonvoting equity securities shall be prohibited pursuant to Section 1123(a)(6) of title 11 of the United States Code, as amended."

FOURTH: Except as specifically set forth in these Articles of Amendment, the terms of the Amended Articles of Incorporation shall not be changed by these Articles of Amendment and shall remain in full force and effect.


[SIGNATURE PAGE FOLLOWS]

26033181

IN WITNESS WHEREOF, I have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by me and are true and correct.

Date: April 13th 2006

IONEX COMMUNICATIONS NORTH, INC.

By: 
Name: Thomas A. Peterson
Title: Senior Vice President, Chief
Financial Officer & Treasurer

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
IONEX COMMUNICATIONS NORTH, INC.

Adopted in accordance with the provisions
of SDCL 47-1A-1008

It is hereby certified that:

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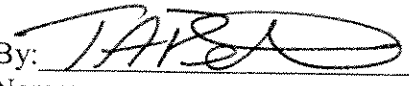
FOURTH: Except as specifically set forth in these Articles of Amendment, the terms of the Amended Articles of Incorporation shall not be changed by these Articles of Amendment and shall remain in full force and effect.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, I have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by me and are true and correct.

Date: April 13th, 2006

IONEX COMMUNICATIONS NORTH, INC.

By: 
Name: Thomas A. Peterson
Title: Senior Vice President, Chief
Financial Officer & Treasurer

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Amendment

ORGANIZATIONAL ID #: DB033181

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Amendment to the Articles of Incorporation of **IONEX COMMUNICATIONS NORTH, INC.** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, 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 hereby issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this April 14, 2006.



A handwritten signature in cursive script that reads "Chris Nelson".

Chris Nelson
Secretary of State

Filed this 14th day of April, 2006
Eric Nelson
SECRETARY OF STATE

RECEIVED

APR 14 '06

SO. SEC. OF STATE

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
IONEX COMMUNICATIONS NORTH, INC.

Adopted in accordance with the provisions
of SDCL 47-1A-1008

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[SIGNATURE PAGE FOLLOWS]

210033181

IN WITNESS WHEREOF, I have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by me and are true and correct.

Date: April 13~~th~~, 2006

IONEX COMMUNICATIONS NORTH, INC.

By: 
Name: Thomas A. Peterson
Title: Senior Vice President, Chief
Financial Officer & Treasurer

*Tonex Communications
North, Inc.*

NEW BYLAWS DATED FEBRUARY 18, 1998

OF

FIRSTEL, INC.

ARTICLE I

OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located at such place, within the State of South Dakota, as the Board of Directors shall designate from time to time.

Section 2. Other Offices. The Corporation may also have offices at such other places both within or without the State of South Dakota as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

SHAREHOLDERS

Section 1. Place of Meetings. All meetings of the shareholders shall be held within or without the State of South Dakota at such place as may be designated from time to time by the Board of Directors.

Section 2. Annual Meetings. A meeting of shareholders shall be held annually for the purpose of the election of directors and to transact such other business as may be properly brought before the meeting shall be held at 1:00 p.m. on the 1st Wednesday of March. If such day is a legal holiday, then the annual meeting will be held on the next business day.

Section 3. Notice of Annual Meeting. Written notice of the annual meeting shall be given to each shareholder entitled to vote thereat not less than ten (10) nor more than fifty (50) days before the day of the meeting.

Section 4. List of Shareholders Entitled to Vote. The officer who has charge of the stock ledger of the Corporation shall prepare and make, at least ten (10) days before every meeting of shareholders, a complete list of shareholders entitled to vote at said meeting, arranged in alphabetical order, showing the address of and the number of shares registered in the name of each shareholder. Such list shall be kept on file at the registered office or principal place of business of the Corporation and shall be open to the examination of any shareholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the election. The list shall be produced and kept at the time and place of election during the whole time thereof, and shall be subject to the inspection of any shareholder who may be present.

Section 5. Call of Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the president, or by the Board of Directors, or shall be called by the president at the request of the holders of not less than twenty percent (20%) of the shares entitled to vote at the meeting. Such request shall state the purpose or purposes of the proposed meeting.

Section 6. Notice of Special Meeting. Written notice of a special meeting of shareholders, stating the time, place and object thereof, shall be given to each shareholder entitled to vote thereat, not less than ten (10) nor more than fifty (50) days before the date fixed for the meeting.

Section 7. Transactions at Special Meeting. Business transacted at any special meeting of the shareholders shall be limited to the purposes stated in the notice.

Section 8. Quorum. The holders of a majority of the capital stock issued and outstanding and entitled to a vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business. If, however, such quorum shall not be present or represented at any meeting of the shareholders, the holder of a majority of such shares entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 9. Voting at Meetings of Shareholders. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 10. Vote in Person or by Proxy. Each shareholder shall at every meeting of the shareholders be entitled to one (1) vote in person or by proxy for each share of the capital stock having voting power held by such shareholder, but no proxy shall be voted on after eleven (11) months from its date, unless the proxy provides for a longer period.

Section 11. Consent of Shareholders in Lieu of Meeting. Any action required or permitted by the provisions of the statutes to be taken at any annual or special meeting of shareholders of the Corporation, or any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of all of the outstanding stock entitled to vote thereon were present and voted.

ARTICLE III

DIRECTORS

Section 1. Number and Qualifications. The number of directors of the Corporation shall be at least one (1) and no more than three (3); each director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified. The number of directors elected to the Board of Directors of the Corporation may be increased or decreased from time to time by amendment to the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a bylaw fixing the number of directors, the number shall be the same as that stated in the Articles of Incorporation. Directors need not be shareholders.

Section 2. Election and Vacancies. At each annual meeting, the shareholders shall elect by ballot the members of the Board of Directors. Each person named in the Articles of Incorporation as a director shall hold office until the first annual meeting of the shareholders or until his successor shall have been elected by the shareholders, unless he shall have been removed by the shareholders. Each director elected thereafter shall hold office for a term of one (1) year and thereafter until his successor shall have been elected and qualified, unless he shall be removed by action of the shareholders. Whenever any vacancy on the Board of Directors shall occur for any reason, a majority of the remaining directors then in office, even if that majority is less than a majority of the entire Board of Directors, may fill the vacancy or vacancies so created until a successor or successors shall be duly elected by the shareholders and shall qualify.

Section 3. Power to Manage Corporation. The business of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the shareholders.

Section 4. Creation of Committees. The Board of Directors may by resolution passed by a majority of the Board create one or more committees, each committee to consist of one or more directors of the Corporation. To the extent provided by the Board of Directors, each committee may exercise all the powers and authority of the Board so granted and may authorize the seal of the Corporation to be affixed to all papers which so require. However, the committee(s) may not be empowered to amend the Articles of Incorporation or the Bylaws of the Corporation, adopt an agreement of consolidation or merger, recommend to the shareholders the sale, lease, or exchange of all or substantially all of the Corporation's assets, recommend to the shareholders a dissolution or revocation of dissolution, declare a dividend, or authorize the issuance of stock. In the absence or disqualification of a member of a committee, the member(s) thereof present at the meeting and qualified to vote, whether or not those present constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of the absent or disqualified member.

Section 5. Place of Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of South Dakota.

Section 6. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board, but not less often than annually.

Section 7. Special Meetings. Special meetings of the Board may be called by the president or any two directors. Written notice of the special meeting, stating the time, and in general terms the purpose or purposes thereof, shall be mailed, telecopied or personally delivered to each director on at least two (2) day's notice.

Section 8. Telephonic Meetings. Members of the Board of Directors may participate in any regular or special meeting of the Board of Directors, or of any committee of the Board, by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 8 will constitute presence in person at such meeting.

Section 9. Quorum. At all meetings of the Board, a majority of the directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 10. Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or such committee, as the case may be, consent thereto in writing and such written consent is filed with the minutes of proceedings of the Board or committee.

ARTICLE IV

NOTICES

Section 1. Notice to Shareholders. Notices to shareholders shall be in writing and delivered, mailed or telecopied to the shareholders at their addresses on the books of the Corporation. Notice by mail shall be deemed to be given at the time when the same shall be mailed, postage prepaid. Notice given by telecopy shall be deemed to be given at the time the telecopy is dispatched.

Section 2. Notice to Directors. Notices to directors may be oral or written, and if in writing must be delivered, mailed or telecopied to the directors at their addresses appearing on the books of the Corporation. Notice given by mail shall be deemed to be given at the time when the same shall be mailed. Notice given by telecopy shall be deemed to be given at the time the telecopy is dispatched. Notice may be given by telephone.

Section 3. Written Waiver of Notice. Whenever any notice is required to be given under the provisions of the statutes or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE V

OFFICERS

Section 1. Officers Shall be Chosen by Directors. The officers of the Corporation shall be elected by the Board of Directors and shall be a president and a secretary. The Board of Directors may also choose a Chairman of the Board of Directors, vice presidents, a treasurer, assistant secretaries and assistant treasurers. Any two (2) or more offices may be held by the same person.

Section 2. Election at Directors' Organization Meeting. The Board of Directors shall after each annual meeting of shareholders shall elect a president and a secretary.

Section 3. Appointment of Other Officers. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 4. Compensation. The compensation of all officers and agents of the Corporation shall be fixed by the Board of Directors.

Section 5. Tenure. The officers of the Corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the members of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

Section 6. Chairman of the Board. The Chairman of the Board shall be the chief executive officer of the Corporation and shall preside at all meetings of the stockholders. The Chairman of the Board shall see that all orders and resolutions of the Board of Directors are carried into effect and shall have such authority and perform such duties as are normally exercised and performed by the chief executive officer of a corporation. The Chairman of the Board shall sign or countersign or authorize others to sign certificates, contracts and other instruments of the Corporation. The Chairman of the Board shall have the authority assigned herein to a treasurer unless the Board of Directors elects a treasurer. In the absence of direction by the Board of Directors to the contrary, the Chairman of the Board shall have the power to vote all securities held by the Corporation and to issue proxies therefor.

Section 7. President. The president shall have general and active management of the business of the Corporation. The president shall also perform such duties as are delegated to him by the Chairman of the Board and the Board of Directors.

Section 8. Vice President. A vice president shall have such powers and perform such duties as may be assigned by the Board of Directors, the Chairman of the Board, or the president. In the absence or disability of the president, the vice president designated by the Board of Directors or the president shall perform the duties and exercise the powers of the president.

Section 9. The Secretary. The secretary shall be under the supervision of the Board of Directors. The secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all the proceedings of the meetings of the shareholders and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Chairman of the Board. The secretary shall have custody of the corporate seal of the Corporation and the secretary, or an assistant secretary, shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the secretary or of such assistant secretary. The Board of Directors may give general authority to any other officer or committee to affix the seal of the Corporation and to attest the affixing by his signature.

Section 10. Assistant Secretaries. An assistant secretary shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 11. The Treasurer. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all transactions as treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the treasurer shall give the Corporation a bond, in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of the death, resignation, retirement or removal from office of the treasurer, of all books, papers, vouchers, money and other property of whatever kind in the possession of or under the control of the treasurer belonging to the Corporation.

Section 12. Assistant Treasurer. An assistant treasurer shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time

to time prescribe. If required by the Board of Directors, the assistant treasurer shall give the Corporation a bond, in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of the death, resignation, retirement or removal from office of the assistant treasurer, of all books, papers, vouchers, money and other property of whatever kind in the possession of or under the control of the assistant treasurer belonging to the Corporation.

Section 13. Delegation of Power. In case of absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer, director, or committee for the time being, provided a majority of the entire Board concurs therein.

ARTICLE VI

CAPITAL STOCK

Section 1. Certificate of Stock. Every holder of stock in the Corporation shall be entitled to have a certificate, signed by, or in the name of the Corporation by, the president or a vice president and the secretary or an assistant secretary of the Corporation certifying the number of shares owned by him in the Corporation. Any or all of the foregoing signatures may be facsimile.

Section 2. Fixing Record Date. The Board of Directors may fix in advance a date not exceeding fifty (50) days preceding the date of any meeting of shareholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, or a date in connection with obtaining the consent of shareholders for any purpose, as a record date for the determination of the shareholders entitled to notice of, and to vote at, any such meeting, and any adjournment thereof, or entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any such change, conversion or exchange of capital stock, or to give such consent, and in such case such shareholders and only such shareholders as shall be shareholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting and any adjournment thereof, or to receive payment of such dividends, or to receive such allotment of rights, or to exercise such rights, or to give such consent, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after any such record date fixed as aforesaid.

Section 3. Registered Shareholders. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of South Dakota.

Section 4. Issuance of New Stock. The Corporation shall not have authority to issue additional stock or bonds, notes or debentures convertible into stock, or warrants or rights to subscribe to stock except in the quantity and amount approved and to the person or persons to whom issuance is approved by the affirmative vote of a majority of the members of the Board of Directors of the Corporation, or by the affirmative vote of the holders of a majority of the common stock outstanding.

ARTICLE VII

GENERAL PROVISIONS

Section 1. Dividends. Dividends upon the capital stock of the Corporation, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock.

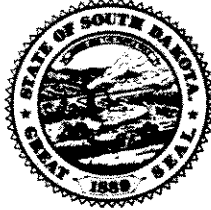
Section 2. Seal. Any seal of the Corporation may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments. These Bylaws may be made, altered, amended or repealed, at any regular or special meeting of the Board of Directors, unless reserved to the shareholders by the Articles of Incorporation.

State of South Dakota



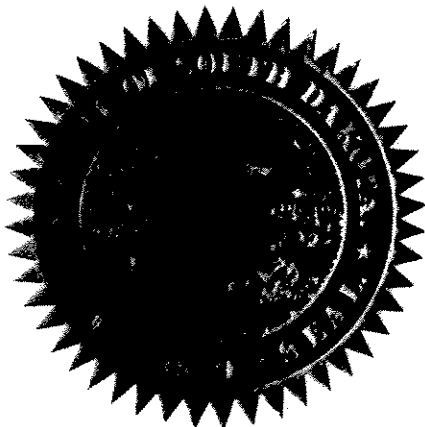
OFFICE OF THE SECRETARY OF STATE

Certificate of Amendment

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Amendment to the Articles of Incorporation of **FIRSTEL, INC. changing its name to IONEX COMMUNICATIONS NORTH, INC.** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, 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 hereby issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this March 30, 2000.



Joyce Hazeltine
Secretary of State

BY-LAWS OF
FIRSTEL, INC.

*Superseded
2-18-98*

ARTICLE I - NAME AND LOCATION

Section 1. The name of this corporation shall be FIRSTEL, INC.

Section 2. The principal office of the corporation shall be located at Sioux Falls, South Dakota. The corporation may have such other offices, either within or without the State of South Dakota, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 3. The registered office of the corporation required by the South Dakota Business Corporation Act to be maintained in the State of South Dakota may be, but need not be, identical with the principal office in the State of South Dakota, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II - SHAREHOLDERS

Section 1. ANNUAL MEETING. The annual meeting of the shareholders shall be held on the 1st Wednesday in the month of March in each year, beginning with the year 1994 at the hour of 1:00 o'clock P.M. for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of South Dakota, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any

annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held in a special meeting of the shareholders as soon thereafter as conveniently may be.

Section 2. SPECIAL MEETINGS. Special meetings of the shareholders for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the holders of not less than twenty per cent of the outstanding shares of the corporation entitled to vote at the meeting.

Section 3. PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of South Dakota, as the place of meeting for any Annual Meeting or any Special Meeting called by the Board of Directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of South Dakota, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of South Dakota.

Section 4. NOTICE OF MEETING. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each share-

holder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

Section 5. CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors of the corporation may provide that the stock transfer books shall be closed for a stated period not to exceed, in any case, fifty days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than fifty days, and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the

meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 6. VOTING LISTS. The officer or agent having charge of the stock transfer books for shares of the corporation shall make, at least ten days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders.

Section 7. QUORUM. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a majority of the outstanding shares are represented

at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 8. PROXIES. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 9. VOTING OF SHARES. Subject to the provisions of Section 11 of this Article II, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

Section 10. VOTING OF SHARES BY CERTAIN HOLDERS. Shares standing in the name of another corporation may be voted by such officer, agent or proxy as the by-laws of such corporation may prescribe, or, in the absence of such provision, as the Board of Directors of such corporation may determine.

Shares held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of the shares into his name. Shares standing

in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Shares of its own stock belonging to the corporation or held by it in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

Section 11. CUMULATIVE VOTING. At each election of Directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of candidates.

Section 12. INFORMAL ACTION BY SHAREHOLDERS. An action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III - BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors of the corporation shall be at least one and no more than five; each director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified. The number of directors elected to the Board of Directors of the corporation shall not be increased or decreased except upon the vote of no less than two-thirds of the directors. Directors need not be residents of the State of South Dakota or shareholders of the corporation.

Section 3. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place, either within or without the State of South Dakota, for the holding of additional regular meetings without other notice than such resolution.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call

special meetings of the Board of Directors may fix any place, either within or without the State of South Dakota, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. NOTICE. Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is now lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. QUORUM. A majority of the number of directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall

be the act of the Board of Directors.

Section 8. VACANCIES. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose.

Section 9. COMPENSATION. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 10. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 11. EXECUTIVE COMMITTEE. The directors may, by resolution, appoint members of the Board of Directors as an executive committee to manage the business of the corporation during the interim between meetings of the Board.

Section 12. ACTION BY DIRECTORS WITHOUT A MEETING. Any action required to be taken at a meeting of the directors of this corporation or any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing setting forth the action so to be taken, shall be signed before such action by all of the directors. Such consent shall have the same effect as a unanimous vote.

ARTICLE IV - OFFICERS

Section 1. NUMBER. The officers of the corporation shall be a President, one or more Vice Presidents, the number thereof to be determined by the Board of Directors, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Such officers need not be members of the Board of Directors or shareholders in the corporation. Any two or more offices may be held by the same person.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers shall not be held at

such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. PRESIDENT. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the shareholders and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws

to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. THE VICE PRESIDENTS. In the absence of the President or in the event of his death, inability or refusal to act, the Vice President, or in the event there be more than one vice president, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary or an Assistant Secretary, certificates for shares of the corporation; and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. THE SECRETARY. The secretary shall: (a) Keep the minutes of the shareholders and of the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished to the secretary by

such shareholder; (e) sign with the President, or a Vice President, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation; and (g) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. THE TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these by-laws; and (b) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. ASSISTANT SECRETARIES AND ASSISTANT TREASURERS. The assistant secretaries, when authorized by the Board of Directors, may sign with the President or a Vice President certificates for shares of the corporation, the issuance of which shall have been authorized by a resolution of the Board of

Directors. The assistant treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned by them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 10. SALARIES. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the corporation.

ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. LOANS. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the cor-

poration and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI - CERTIFICATES FOR SHARES AND THEIR TRANSFER

Section 1. CERTIFICATES FOR SHARES. Certificates representing shares of the corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate, a new one may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

Section 2. TRANSFER OF SHARES. Transfer of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to

transfer, or by his attorney thereunto authorized by Power of Attorney duly executed and filed with the Secretary of the corporation and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

Section 3. All stock issued by this corporation shall be fully paid and nonassessable.

Section 4. DESIGNATION OF SHARES. Every certificate representing shares of the corporation shall designate on the face of such certificate the type of stock whether common or preferred, and if preferred, shall set forth thereon the variations in the relative rights and preferences thereof as determined by the Board of Directors.

Section 5. All shares of stock of the corporation shall be subject to the terms and conditions of any stockholders agreement entered into by the stockholders of the corporation and approved by the Board of Directors of this corporation and such condition shall be noted on the face of all shares of stock.

ARTICLE VII - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE VIII - DIVIDENDS

The Board of Directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law, but no

dividends will be paid out that will impair the capital of the corporation, or will curtail the effective operation of the business.

ARTICLE IX - SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, South Dakota."

ARTICLE X - WAIVER OF NOTICE

Whenever any notice is required to be given to any shareholder or director of the corporation under the provisions of these by-laws or under the provisions of the South Dakota Business Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI - AMENDMENTS

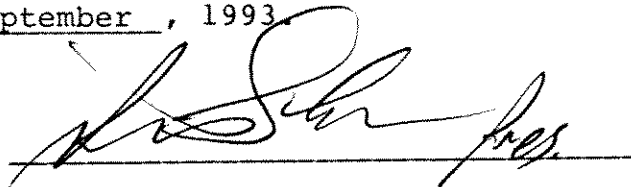
These By-laws may be altered, amended or repealed and new By-laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

WRITTEN ASSENT OF DIRECTORS TO BY-LAWS

I, the undersigned, being the director of FIRSTEL, INC., a corporation organized under the laws of the State of South Dakota, do hereby in writing assent to the above, foregoing and annexed By-laws as the duly adopted By-laws of the said FIRSTEL, INC. The purpose and effect hereof is that by this assent the

annexed By-laws become and are the By-laws of the said FIRSTEL,
INC. without any other or further action whatsoever.

Dated this 10th day of September, 1993.



John pres.