

Exhibit A:
Articles of Incorporation

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION

for

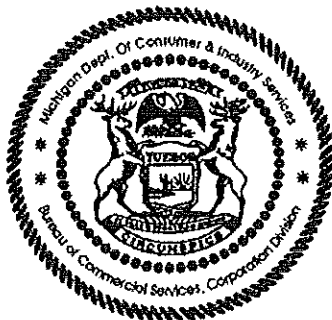
CLEAR RATE COMMUNICATIONS, INC.

ID NUMBER: 01525C

received by facsimile transmission on July 3, 2001 is hereby endorsed

Filed on July 3, 2001 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 3rd day of July, 2001.

A handwritten signature in cursive script, reading "Andrew G. Mitchell".

, Director

Bureau of Commercial Services

BC8/CD-515 (Rev. 02/01)

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name	
Address	
City	State Zip Code
EFFECTIVE DATE:	

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
For use by Domestic Profit and Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:
Advanced Telecom Technology Discount, Inc.

2. The identification number assigned by the Bureau is: *01525C* *6 digits*

3. Article *I (1)* of the Articles of Incorporation is hereby amended to read as follows:

*The name of the corporation is:
Clear Rate Communications, Inc.*

COMPLETE ONLY ONE OF THE FOLLOWING:

4. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, _____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, _____

Four signature lines with labels: (Signature) and (Type or Print Name) for each signature.

5. (For profit and nonprofit corporations whose Articles state the corporation is organized on a stock or on a membership basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the 15th day of July, 2001 by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- Four checkboxes with corresponding text: 1. at a meeting the necessary votes were cast in favor of the amendment. 2. by written consent of the shareholders or members having not less than the minimum number of votes required by statute... 3. by written consent of all the shareholders or members entitled to vote... 4. by the board of a profit corporation pursuant to section 611(2).

Profit Corporations
Signed this 2nd day of July, 2001
By Thane Mamy (Signature of an authorized officer or agent)
Thane Mamy (Type or Print Name)

Nonprofit and Professional Service Corporations
Signed this _____ day of _____
By _____ (Signature of President, Vice-President, Chairperson or Vice-Chairperson)
(Type or Print Name) (Type or Print Title)

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - PROFIT

for

ADVANCED TELECOM TECHNOLOGY DISCOUNT, INC.

ID NUMBER: 01525C

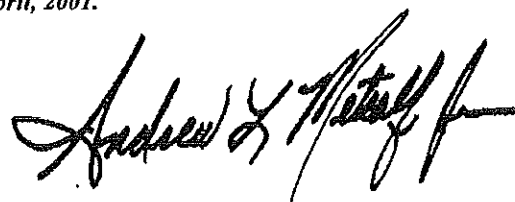
received by facsimile transmission on April 3, 2001 is hereby endorsed

Filed on April 4, 2001 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 4th day of April, 2001.



, Director

Bureau of Commercial Services

CAS 600 (Rev. 6/93)

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU		
Date Received		(FOR BUREAU USE ONLY)
Name Joseph M. Kallabat, Esq.		EFFECTIVE DATE:
Address 29992 Northwestern Highway, Suite C		
City Farmington Hills, MI	State MI	

Document will be returned to the name and address you enter above

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ARTICLES OF INCORPORATION
For use by Domestic Profit Corporations
(Please read Information and Instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

Advanced Telecom Technology Discount, Inc.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized shares:

1. Common Shares 60,000

Preferred Shares _____

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

ARTICLE IV

1. The address of the registered office is:

1907 Brookwood Avenue, Royal Oak, Michigan 48073
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

(Street Address or P.O. Box) (City) Michigan (ZIP Code)

3. The name of the resident agent at the registered office is: Thane Josef Namy

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
Thane Josef Namy	1907 Brookwood Avenue, Royal Oak, MI 48073

ARTICLE VI (Optional. Delete if not applicable)

~~When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.~~

ARTICLE VII (Optional. Delete if not applicable)

~~Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.~~

~~Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.~~

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

I, (We), the incorporator(s) sign my (our) name(s) this 3rd day of April, 2001

Shane Manning
