

DIVIDER

STATE OF NORTH DAKOTA
INFORMATION TECHNOLOGY DEPARTMENT
SFN 2053 (4-2002)

DESCRIPTION

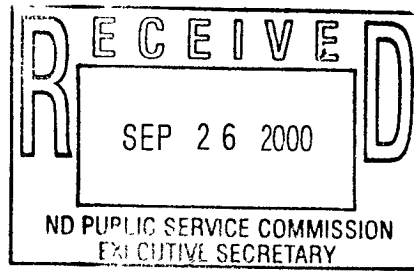
PU-05-417
Operator Service Company
Certificates of Registration
Cancellation
Filed 6/29/2005 Closed 6/29/2005 05



210 N Park Ave
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel 407-740-8575
Fax 407-740-0613
tmi@tminc.com



September 25, 2000
Via Overnight Delivery

Mr Jon Mielke
Executive Secretary
North Dakota Public Service Commission
State Capital
Bismarck, North Dakota 58505-0480

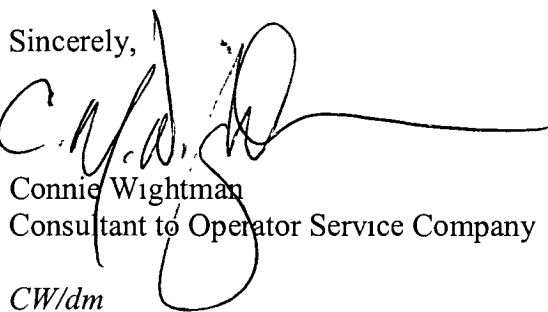
**Re: Notification of the Transfer of Control in Ownership of
Operator Service Company Common Stock**

Dear Mr. Mielke:

Operator Service Company ("OSC") registered with the North Dakota Public Service Commission on December 29, 1992 under Certificate Number 133 / PU 1113-92-1337. The stock of OSC is being acquired by BC Holding III Corporation. OSC will continue to operate as a separate, wholly owned subsidiary of BC Holding III Corporation. The key management positions of OSC remain the same. Details of this transaction are attached for the Commission's files.

Questions or instructions pertaining to this transaction should be directed to my attention at (407) 740-8575. Alternatively, please feel to contact Ms Judith Riley at (405) 755-8177 if I am unavailable or if you have questions specific to the buyer in this transaction.

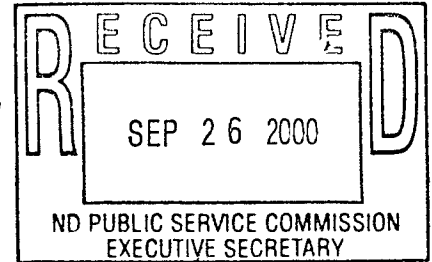
Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Sincerely,

Connie Wightman
Consultant to Operator Service Company

CW/dm

cc: Kirk Smith, OSC
Judith Riley, Telecom Professionals, Inc., 2912 Lakeside Drive, Oklahoma
City, Ok. 73120
File: OSC - ND
TMS: ndo0002

NOTICE OF TRANSFER OF CONTROL
of
OPERATOR SERVICE COMPANY



Operator Service Company ("OSC") hereby provides notice relating to the proposed transfer of controlling interest in its stock to BC Holding III Corporation

As a result of this transfer, OSC will become a wholly-owned subsidiary of BC Holding III Corporation, whose ultimate parent company is Platinum Equity Holdings, LLC.

OSC will remain a separate operating company and will continue to provide service in North Dakota under the name of Operator Service Company. OSC was certificated to provide telecommunications services in the State of North Dakota under Certificate No. 133/PU1113-92-1337.

I. THE COMPANY ACQUIRING OPERATOR SERVICE COMPANY

BC Holding III Corporation ("Buyer") is a company organized under the laws of Delaware with its principal office located in California. Buyer is not a certificated entity in the State of North Dakota and has not registered to do business in North Dakota as a foreign entity. Buyer is a holding corporation organized for the purpose of holding BC Acquisition IV Corporation which, in turn, was formed for the purpose of merging with and into Operator Service Company.

Platinum Equity Holdings, LLC, a Delaware limited liability company ("Platinum"), was formed as a vehicle for the acquisition of companies and is the ultimate parent of Buyer. Platinum is recognized as one of the largest and fastest growing privately held information technology companies in the United States, with 16 technology driven subsidiaries and a workforce of 10,000 employees. By acquiring OSC, Platinum adds a leading provider of interactive voice response and

customer response management to its portfolio companies. Platinum is also the ultimate parent company of Matrix Telecom, Inc. ("Matrix"), a telecommunications service provider in North Dakota. For the immediate future, Matrix and OSC will both continue to operate in the State of North Dakota, serving distinctly different markets. The press release and organizational chart attached as Exhibit 1 provide more information about the overall acquisition.

II. THE AGREEMENT

On September 15, 2000 OSC entered into an Agreement and Plan of Merger. As a net result of the merger, Buyer will own 100% of the outstanding shares of Common Stock in OSC. OSC will remain a separate operating company. This Agreement and Plan of Merger do not contemplate that Buyer, or its ultimate parent company, Platinum, will operate directly in North Dakota as a telecommunications services provider.

III. CUSTOMER IMPACT

OSC will remain a separate operating company in the State of North Dakota. The proposed merger will have no effect on the Company name, address, contact information, services, rates or terms and conditions of service. The Company will continue to market, brand and bill its services in the same name. The toll free telephone number for customer service will remain the same: 1-800-658-6041. At this time there are no definitive plans to change the management structure of OSC.

IV. CONTACT INFORMATION

The name and address of the individual to contact regarding this filing is:

Connie Wightman
Technologies Management, Inc.
210 Park Avenue North
Winter Park, Florida 32789
Telephone: (407) 740-8575
Facsimile: (407) 740-0613
email: cwightman@tminc.com

The name and address of the individual who handles regulatory affairs on behalf of OSC will continue to be:

Kirk Smith, Vice President
Operator Service Company
5302 Avenue Q
Lubbock, Texas 79412
Telephone: (800) 658-6041
Facsimile: (806) 747-0757
email: kirk.smith@osc.com

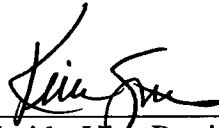
The name and address of the individual who handles regulatory affairs on behalf of Buyer and Platinum is:

Judith A Riley
Telecom Professionals, Inc.
2912 Lakeside Drive
Oklahoma City, OK 73120
Telephone: (405) 755-8177
Facsimile: (405) 755-8377
email: jriley@telecompliance.net

A complete listing of officers and directors for Operator Service Company, BC Holding III Corporation and Platinum Equity Holdings, LLC are attached as Exhibit 2.

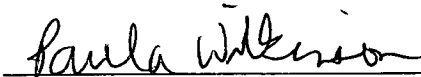
VERIFICATION

I, Kirk Smith, hereby declare under penalty of perjury, that I am Vice President of Operator Service Company; that I am authorized to make this verification on behalf of Operator Service Company; that I have read the foregoing Notice; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

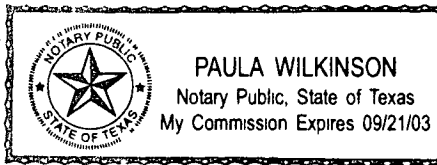


Kirk Smith, Vice President
Operator Service Company

Sworn to and subscribed before me this 21st day of September, 2000.



Notary Public

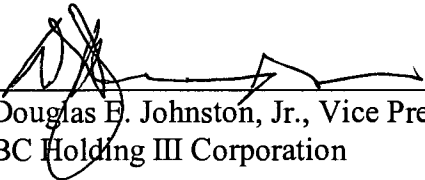


My Commission expires:

9-21-03

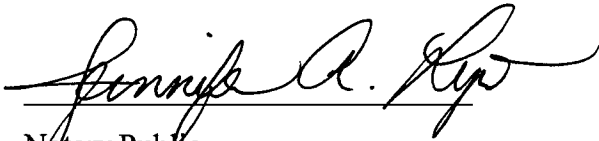
VERIFICATION

I, Douglas E. Johnston, Jr., hereby declare under penalty of perjury, that I am Vice President of BC Holding III Corporation; that I am authorized to make this verification on behalf of BC Holding III Corporation; that I have read the foregoing Notice; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



Douglas E. Johnston, Jr., Vice President
BC Holding III Corporation

Sworn to and subscribed before me this 20th day of September, 2000.



Notary Public

My Commission expires:

04-24-04

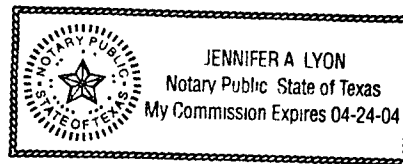


Exhibit 1

PRESS RELEASE

ORGANIZATIONAL INFORMATION

FOR IMMEDIATE RELEASE

**PLATINUM EQUITY HOLDINGS SCORES "TRIPLE PLAY" -- COMPANY ACQUIRES
THREE ENTITIES IN ONE TRANSACTION**

Market-Dominant Billing Solutions' Divisions Complement Other

Platinum Telecommunications Companies

LOS ANGELES (Sept. 19, 2000) – Platinum Equity Holdings, a leader in acquiring and growing technology companies, has signed a definitive agreement to acquire three high-tech operating divisions of Billing Concepts Corporation (Nasdaq: BILL) in a single transaction.

Platinum is acquiring the Billing Concepts, Inc., Operator Service Company (OSC) and Aptis, Inc. operating divisions of Billing Concepts Corp. The three operating divisions have a combined employee base of approximately 1,200.

Billing Concepts, Inc. is the dominant market leader in LEC billing services primarily through its USBI and ZPDI divisions. OSC is a leading provider of interactive voice response (IVR) and customer response management (CRM) services to the telecommunications (CLEC, long distance and cellular) industry. Aptis develops and licenses mission critical revenue support solutions for the telecommunications industry. The three operating divisions, which focus on helping clients improve customer service and profitability by enabling them to streamline operations and make quicker, more informed decisions, have a customer retention rate of 95 percent. The closing of the transaction is subject to regulatory approvals and satisfaction of certain conditions and is expected to be complete within the next 30 to 45 days.

“Acquiring three quality companies in one transaction is a significant move in our telecom strategy,” said Tom Gores, president and CEO of Platinum Equity Holdings. “The operations have tremendous synergy with several of our portfolio companies, and we intend to capitalize on those strengths, while empowering each organization to grow autonomously.”

Parris H. Holmes, Jr., Chairman and CEO of Billing Concepts, stated, “I am convinced that Platinum, through its portfolio of companies, is committed not only to the continued progress and growth of the LEC Billing, OSC and Aptis operations, but also to providing significant opportunities for our employees.”

“This deal makes Platinum the dominant player in the telecom billing services market,” said Bill Bricking, Platinum’s senior vice president in charge of telecommunications operations. “We’re adding the perfect complement of quality people, technology and resources to existing Platinum companies that are established telecom industry leaders ”

Billing Concepts, Inc., OSC and Aptis will continue to be based in San Antonio, Texas, and Platinum will operate them as separate corporations.

Platinum Equity Holdings

Platinum Equity Holdings (www.peh.com), based in Los Angeles, has been recognized as one of the largest and fastest growing privately held IT companies in the United States by both Forbes and Business Week magazines. The company has distinguished itself as a billion-dollar investment corporation that specializes in acquiring and operating mission-critical technology organizations and technology-enabled service companies throughout the world. Platinum currently owns 16 technology-driven corporations featuring a workforce of 10,000 employees, an established infrastructure in more than 100 countries and offices in Europe, Asia and South America.

Billing Concepts Corporation

Billing Concepts Corporation's (Nasdaq: BILL) holdings include FIData, a company that provides Internet-based instant loan approval products and services to the financial services industry. The company is also the lead investor in Princeton eCom Corporation and CORE*intellect*, Inc. Princeton eCom is a leading application service provider for electronic bill presentment and payment solutions. CORE*intellect* is a B2B content delivery application service provider. Billing Concepts Corp. (www.billingconcepts.com) is headquartered in San Antonio, Texas.

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CONTACT:

Platinum Equity / Corporate

Alanna Chaffin, Vice President

(310) 712 – 1850

achaffin@peh.com

Platinum Equity Communications Group

Bill Kobel, Vice President Amy Kelchner, Manager

(717) 703-6025

(717) 703-6177

wkobel@peh.com

akelchner@peh.com



Exhibit 2

LISTING OF OFFICERS AND DIRECTORS

Officers and Directors

Operator Service Company

Directors:

Parris H. Holmes, Jr., Chairman of the Board

Officers:

Michael R. Smith, President and Chief Operating Officer

W. Audie Long, Senior Vice President, General Counsel and Corporate Secretary

David P. Tusa, Senior Vice President and Chief Financial Officer

Paul L. Gehri, Senior Vice President - Sales and Marketing

J. Kirk Smith, Senior Vice President - Operations

Michael T. Hynes, Vice President and Corporate Treasurer

Kevin W. Nyland, Vice President - Investor Relations

John J. Jelnek, Vice President - Call Center Operations

Donald R. Philbin, Jr., Vice President - Legal and Regulatory, Associate General Counsel
and Assistant Secretary

Kenneth A. Prinz, Vice President - Taxation and Assistant Secretary

Brenda M. Wolfe, Vice President - Human Resources

Jennifer B. Harvey, Assistant Secretary

BC Holding III Corporation

c/o Platinum Equity Holdings, LLC

2049 Century Park East, Suite 2700

Los Angeles, California 90067

Directors:

Tom T. Gores, Chairman

Officers:

Tom T. Gores, Chairman and President

William M. Foltz, Jr., Vice President

Douglas E. Johnston, Jr., Vice President

Johnny O. Lopez, Vice President

Eva M. Kalawksi, Secretary

Robert J. Joubran, Treasurer

Officers and Directors, continued

Platinum Equity Holdings, LLC

2049 Century Park East, Suite 2700

Los Angeles, California 90067

Directors:

Tom T. Gores, Chairman

Officers:

Tom T. Gores, Chairman

John H. Diggins, Executive Vice President

Douglas E. Johnston, Jr., Executive Vice President

Johnny O. Lopez, Executive Vice President

Gary L. Newton, Executive Vice President

William M. Foltz, Jr., Chief Financial Officer

Philip E. Norment, Chief Operations Officer

David M. Anglin, Chief Technology Officer

William C. Bricking, Senior Vice President

Gregory S. Vereschagin, Senior Vice President

Robert J. Wentworth, Senior Vice President

Eva M. Kalawski, Vice President, General Counsel and Secretary

Robert J. Joubran, Treasurer

Barbara J. Schmidt, Assistant Treasurer

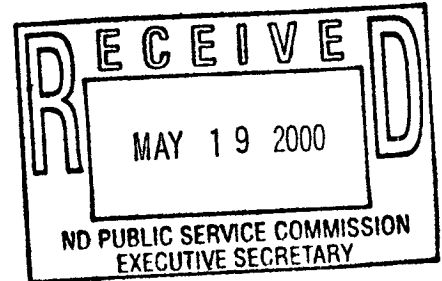


210 N Park Ave
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel 407-740-8575
Fax 407-740-0613
tmi@tminc.com

May 18, 2000
Via Overnight Delivery



Mr. Jon Mielke
Executive Secretary
North Dakota Public Service Commission
State Capital
Bismarck, North Dakota 58505-0480

Re: Notification of the Transfer of Control in Ownership of Operator Service Company Common Stock by to Billing Concepts Corp.

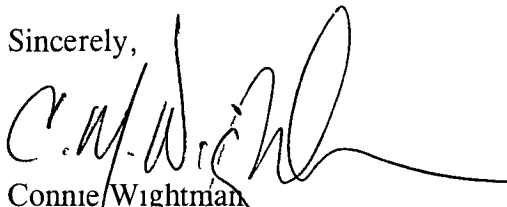
Dear Mr. Mielke:

Operator Service Company ("OSC") registered with the North Dakota Public Service Commission on December 29, 1992 under Certificate Number 133 / PU 1113-92-1337. The stock of OSC is being acquired by Billing Concepts Corp. OSC will continue to operate as a separate, wholly owned subsidiary of Billing Concepts Corp. The key management positions of OSC are not materially changed, organizational charts before and after the merger are attached for your records.

This transaction will be transparent to the Customers of OSC as there will be no interruption of service or change in the Company name, address, contact information, services, rates or terms and conditions of service. The Company will continue to market, brand and bill in the same name.

Questions or instructions pertaining to this transaction should be directed to my attention at (407) 740-8575. Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Sincerely,

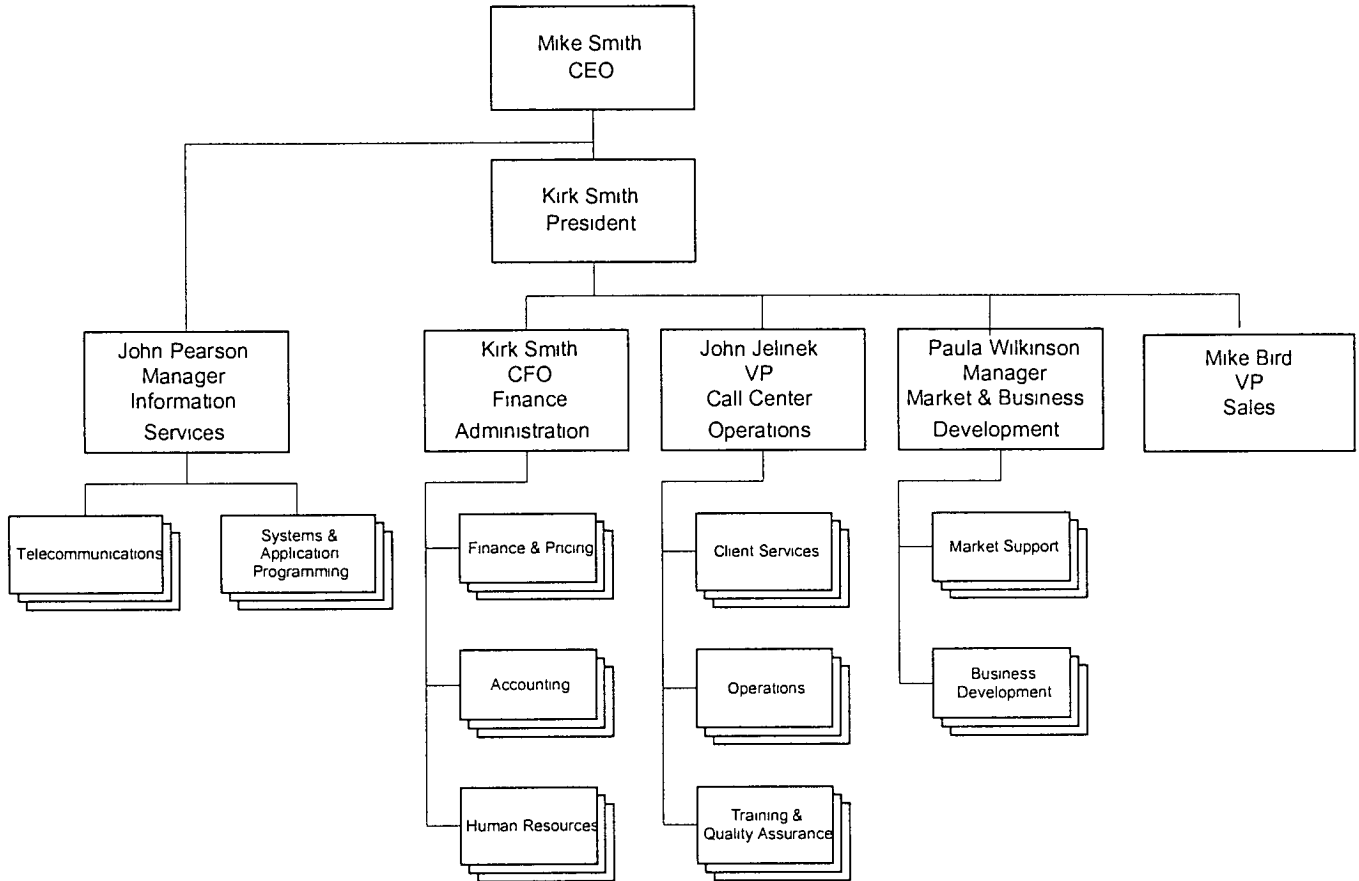

Connie Wightman
Consultant to
Operator Service Company

CW/im

cc: Kirk Smith, Operator Service Company
File Operator Service Company - ND
TMS: NDO0001

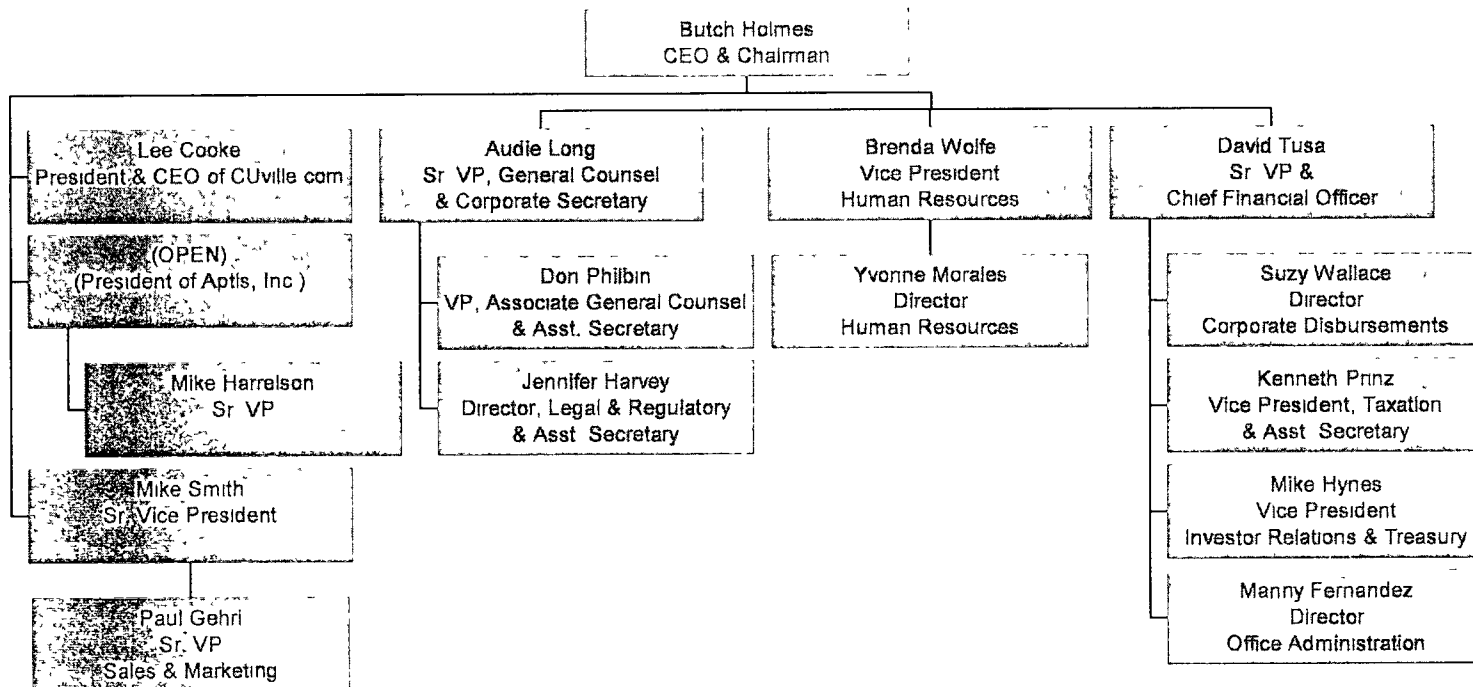
Operator Service Company

January 2, 2000



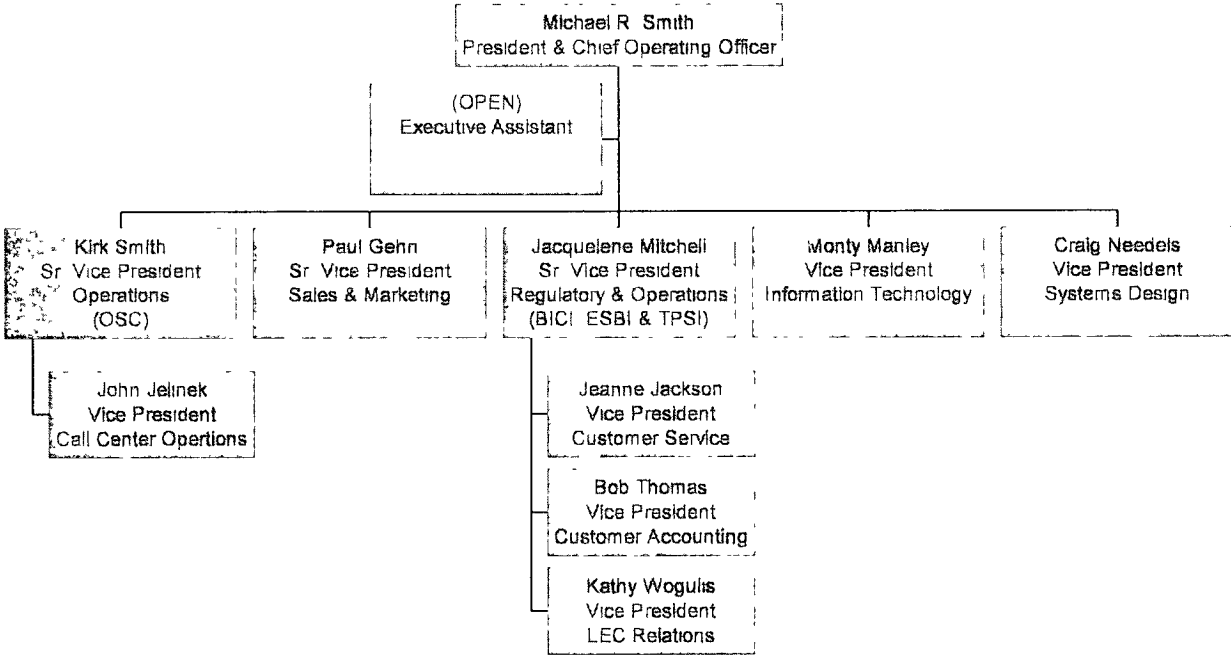
Billing Concepts Corp.

April 2000



TPSI Executive Management

April 2000



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CURRENT OPERATOR SERVICE COMPANY
LUBBOCK TX 79401

TYPE OF CHANGE	DATE	TIME	
STATUS	950705	08034	OLD NOT GOOD STANDINGS
			NEW ACTIVE

CURRENT PREMIER BILLING SERVICES, INC.
SPRINGFIELD IL 62707

TYPE OF CHANGE	DATE	TIME	
STATUS	950701	152509	OLD INVOLUNTARY TERMINATION
			NEW INVOLUNTARY TERMINATION

CURRENT TRANS NATIONAL COMMUNICATIONS, INC.
BOSTON MA 02110

TYPE OF CHANGE	DATE	TIME	
STATUS	950803	155920	OLD ACTIVE
			NEW ACTIVE

TYPE OF CHANGE	DATE	TIME	
REGISTERED AGENT ADDRESS	950803	155920	OLD CORPORATION SERVICE COMPANY BISMARCK ND 58502-0640 OLD SS# 000000000
			NEW CORPORATION SERVICE COMPANY BISMARCK ND 58502-1695 NEW SS# 510009210

CURRENT US WATS, INC.
FT. LAUDERDALE FL 33302

TYPE OF CHANGE	DATE	TIME	
STATUS	950928	111718	OLD INVOLUNTARY TERMINATION
			NEW ACTIVE

CLASSIFICATION TELECOMMUNICATIONS COMPANIES

NORTH DAKOTA PUBLIC SERVICE COMMISSION
 CORPORATE NAME DATABASE FROM THE OFFICE OF THE SECRETARY OF STATE

Generated September 28, 1995 at 4:51 PM

CURRENT NORTH DAKOTA 5 - KIDDER LIMITED PARTNERSHIP
 ENGLEWOOD CO 80111

TYPE OF CHANGE	DATE	TIME	
PARTNERSHIP AGENT	950616	135918	OLD C T CORPORATION SYSTEM BISMARCK ND 58501 OLD SS# 000000000
			NEW C T CORPORATION SYSTEM BISMARCK ND 58501 NEW SS# 000000000

TYPE OF CHANGE	DATE	TIME	
PARTNERSHIP AGENT	950516	135933	OLD C T CORPORATION SYSTEM BISMARCK ND 58501 OLD SS# 000000000
			NEW C T CORPORATION SYSTEM BISMARCK ND 58501 NEW SS# 000000000

CURRENT NORTH DAKOTA RSA NO. 3 LIMITED PARTNERSHIP
 BELLEVUE WA 98008-1329

TYPE OF CHANGE	DATE	TIME	
PARTNERSHIP AGENT	950912	164624	OLD C T CORPORATION SYSTEM BISMARCK ND 58501 OLD SS# 000000000
			NEW C T CORPORATION SYSTEM BISMARCK ND 58501 NEW SS# 000000000

CURRENT OPERATOR SERVICE COMPANY
 LUBBOCK TX 79401

TYPE OF CHANGE	DATE	TIME	
STATUS	950705	80634	OLD NOT GOOD STANDINGS
			NEW ACTIVE

Generated July 14, 1995 at 10:00 AM

CURRENT NOS COMMUNICATIONS, INC.
 BETHESDA MD 20817

TYPE OF CHANGE	DATE	TIME	
REGISTERED AGENT ADDRESS	950525	104345	OLD CORPORATION SERVICE COMPANY BISMARCK ND 58502 OLD SS# 510009810
			NEW CORPORATION SERVICE COMPANY BISMARCK ND 58502 NEW SS# 510009810

CURRENT OPERATOR SERVICE COMPANY
 LUBBOCK TX 79401

TYPE OF CHANGE	DATE	TIME	
STATUS	950523	90723	OLD ACTIVE
			NEW NOT GOOD STANDINGS

CURRENT POPP TELCOM INCORPORATED
 GOLDEN VALLEY MN 55427

TYPE OF CHANGE	DATE	TIME	
AMENDMENT DATE	950525	110436	OLD 000000
			NEW 950526

CURRENT POWERNET COMMUNICATIONS, INC.
 TULSA OK 74133

TYPE OF CHANGE	DATE	TIME	
REGISTERED AGENT ADDRESS	950525	104511	OLD CORPORATION SERVICE COMPANY BISMARCK ND 58502 OLD SS# 510009810
			NEW CORPORATION SERVICE COMPANY BISMARCK ND 58502 NEW SS# 510009810

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Registration

Certificate Number 133

This is to certify that Operator Service Company is registered as an intrastate long distance telecommunications reseller offering services in North Dakota.

This certificate is issued in Case No. PU-1113-92-1337, and is subject to the conditions and limitations noted in North Dakota Administrative Code, Section 69-09-05-04.

Bismarck, North Dakota, December 29, 1992

ATTEST:



Executive Secretary

PUBLIC SERVICE COMMISSION


By _____
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Registration

Certificate Number 134

This is to certify that Operator Service Company is registered as an operator service provider in North Dakota.

This certificate is issued in Case No. PU-1113-92-1337, and is subject to the conditions and limitations noted in North Dakota Administrative Code, Section 69-09-05-05.

Bismarck, North Dakota, December 29, 1992

ATTEST:



Executive Secretary

PUBLIC SERVICE COMMISSION


By: _____
Commissioner



2

APPLICATION FOR CERTIFICATE OF AUTHORITY
SECRETARY OF STATE

SFN 13100 (6-91)

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

MAR 12 1992 4 7 47 3

FOR OFFICIAL USE ONLY	
ID Number	7275 900
WKO Number	177274
Date Filed	3-31-92
Clerk	cy

Pursuant to Chapter 10-22 of the North Dakota Century Code, the undersigned officer of the corporation submits the following information for a certificate of authority:

1A. Name of Corporation
Operator Service Company

B. Corporate Name to be Used in North Dakota Pursuant to Section 10-22-03 or 10-31-05 of the North Dakota Century Code (SEE INSTRUCTION)
Operator Service Company

C. Corporate Name is the same as, or deceptively similar to a name registered with the North Dakota Secretary of State and the application for certificate of authority is being submitted with:

Consent to use of name

A resolution of the board of directors adopting a trade name for use in transacting business in North Dakota, and an application therefor. The trade name adopted is:

Certified copy of a final decree of a court of competent jurisdiction establishing prior right of this corporation to use of the name in North Dakota

2A. Complete Mailing Address of Principal Place of Business (Street, PO Box, City, State, Zip) 1624 Tenth St. Lubbock, TX 79401		B. Telephone Number 806-747-2474	C. Federal ID Number 75-2180408
3A. State or Country Where Incorporated Texas	B. Address in State or Country Where Incorporated 1624 Tenth Street Lubbock, TX. 79401	C. Date Incorporated 6/5/87	D. Duration of Corporation <input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> Other (Specify) _____

4A. Name of Registered Agent in North Dakota The Prentice-Hall Corporation System, Inc.	B. Federal ID/Social Security Number of Registered Agent 136106755
---	--

C. Address of Registered Agent in North Dakota (Street, PO Box, City, State, Zip Code)
316 North Fifth Street, Bismarck, North Dakota 58501

5. Purpose or purposes the corporation proposes to pursue in the transaction of business in the State of North Dakota

Long Distance Telephone Service

6. OFFICERS AND DIRECTORS OF THE CORPORATION							
OFFICE	Check Box If Officer Also Serves As Director	NAME	SOCIAL SECURITY NUMBER	COMPLETE MAILING ADDRESS			
				Street	City	State	Zip Code
PRESIDENT Dir. & Treasurer	<input checked="" type="checkbox"/>	Kirk Smith	451-96-0793	3201 77th St.	Lubbock, TX.	79423	
C.E.O. & Secretary	<input checked="" type="checkbox"/>	Michael R. Smith	455-98-6371	3103 80th St.	Lubbock, TX.	79423	
TREASURER	<input type="checkbox"/>						
DIRECTOR	<input type="checkbox"/>	Virgil B. Pettigrew	460-26-2301	10748 St. LaZare	Dallas, TX.	75229	
DIRECTOR	<input type="checkbox"/>						

7. The application is accompanied by

*Certificate of authority fee of \$115

*Signed consent of registered agent and fee of \$10

*Current, original certificate of good standing duly authenticated by the incorporating officer of the state or county of incorporation.

Certification of professional license

Signed consent to use of name and fee of \$10

Trade Name application and fee of \$25

8. The undersigned, an officer of the corporation, has read the foregoing application, knows the contents thereof, and believes the statements made thereon to be true.

Kirk Smith

 Kirk Smith, President

3-2-92

 Date



**STATEMENT OF CONSENT TO SERVE
AS REGISTERED AGENT
SECRETARY OF STATE
SFN 7974 (6-91)**

FOR OFFICIAL USE ONLY	
ID Number	7875900
WKO Number	177274
Date Filed	3-31-92
Clerk	CJ

1. FILING FEE: \$10.00

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

2. Name of the Corporation for Which the Registered Agent is to Serve Operator Service Company	
3. Name of the Registered Agent The Prentice-Hall Corporation System, Inc.	
A. Registered Agent is (Check One) <input type="checkbox"/> An Individual North Dakota Resident <input checked="" type="checkbox"/> A Corporation	Social Security/Federal ID Number of Registered Agent 136106755
4. The designated registered agent hereby consents to act in that capacity for the above named corporation until removed or resignation is submitted in accordance with North Dakota statutes. The Prentice-Hall Corporation System, Inc. By: <u><i>[Signature]</i></u> , Asst. Vice Pres. <u>3/9/92</u> Signature of Registered Agent Date	



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby cert'fy that this is a true and correct copy, consisting of 2 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 12-15-92

BY: NB

A handwritten signature in black ink, appearing to read "Jim Kusler".

Jim Kusler
SECRETARY OF STATE

State of North Dakota



C E R T I F I C A T E O F G O O D S T A N D I N G

O F

OPERATOR SERVICE COMPANY

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that OPERATOR SERVICE COMPANY, a TX corporation, authorized to transact business in the State of North Dakota on March 31, 1992, and according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing foreign corporations.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

OPERATOR SERVICE COMPANY

Dated: December 15, 1992

A handwritten signature in cursive script, reading 'Jim Kusler', is written over a horizontal line.

Jim Kusler
Secretary of State

State of North Dakota



C E R T I F I C A T E O F A U T H O R I T Y
O F

OPERATOR SERVICE COMPANY

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that an application of

OPERATOR SERVICE COMPANY
for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the North Dakota Century Code, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Authority to

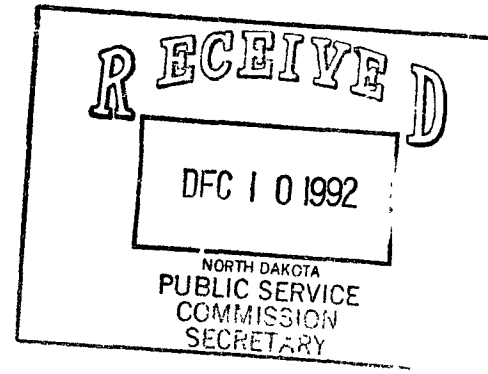
OPERATOR SERVICE COMPANY
to transact business in this State under the name of

OPERATOR SERVICE COMPANY

Dated: March 31, 1992

A handwritten signature in cursive script that reads "Jim Kusler".

Jim Kusler
Secretary of State



The State of Texas

SECRETARY OF STATE

The undersigned, Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this Office:

OPERATOR SERVICE COMPANY

Articles of Incorporation
Change of Registered Office and/or Agent

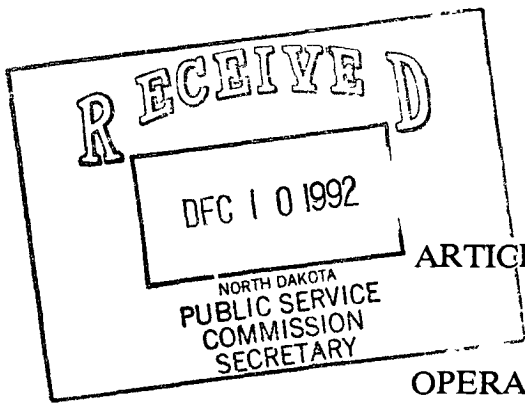
June 5, 1987
May 30, 1989



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

13th day of March, A.D. 1992

John Hannah Jr 1sv
Secretary of State



00074430700

FILED
In the Office of the
Secretary of State of Texas

JUN 05 1987

Clark J. C.
Corporations Section

ARTICLES OF INCORPORATION
OF
OPERATOR SERVICE COMPANY

ARTICLE ONE

The name of the Corporation is "OPERATOR SERVICE COMPANY".

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the Corporation is organized is for the transaction of any or all lawful business for which Corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have the authority to issue is Ten Thousand (10,000) shares of no par value. (The consideration to be received for each share shall be fixed from time to time by the Board of Directors.)

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.

ARTICLE SIX

The Shareholders shall not have the preemptive right to acquire additional or treasury shares of the Corporation as and when the same may be issued or sold.

ARTICLE SEVEN

The street address of its initial registered office is 6400 Quaker, Suite B, Lubbock, Texas 79413, and the name of its initial registered agent at such address is O. Murray McNeely.

ARTICLE EIGHT

The number of Directors constituting the initial Board of Directors is one, and the name and address of the person who is to serve as Director until the first Annual Meeting of Shareholders or until his successor is elected and qualified is:

Michael R. Smith, 4403 80th Street, Lubbock, Texas 79424.

ARTICLE NINE

The name and address of the incorporator is:

00074400707

O. Murray McNeely, 6400 Quaker, Suite B, Lubbock, Texas 79413.

O. Murray McNeely
Incorporator

SWORN AND SUBSCRIBED TO BEFORE ME, the undersigned authority, on this the 2nd day of June, 1987, by the above named incorporator.

Susan Gafford
Notary Public in and for
The State of Texas

My Commission Expires:

5-15-89



SUSAN GAFFORD
NOTARY PUBLIC, STATE OF TEXAS
MY COMMISSION EXPIRES 5-15-89

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
BY A TEXAS DOMESTIC CORPORATION

FILED
In the Office of the
Secretary of State of Texas
MAY 30 1989

Corporations Section

1. The name of the corporation is OPERATOR SERVICE COMPANY.
2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of Texas prior to filing this statement is 6400 Quaker, Suite B, Lubbock, Texas 79413.
3. The address, including street and number, to which its registered office is to be changes is: Chicago Court, 5502 58th Street, Suite 200, Lubbock, Texas 79414.
4. The name of its present registered agent, as shown in the records of the Secretary of State of Texas, prior to filing this statement is O. Murray McNeely.
5. The name of its new registered agent is: No change.
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 was authorized by its Board of Directors.

OPERATOR SERVICE COMPANY

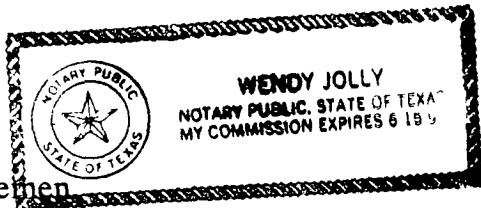
By: *Michael R. Smith*
Michael R. Smith

VERIFICATION

STATE OF TEXAS
COUNTY OF LUBBOCK

BEFORE ME, a Notary Public, on this day personally appeared Michael R. Smith, the Chief Executive Officer of Operator Service Company, a Texas Corporation, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that he signed the same as the act and deed of the corporation and that the statements contained therein are true and correct.

Given under my hand and seal of office this the 22 day of May, 1989.



Wendy Jolly
Notary Public, State of Texas

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FILED
Office of the
Secretary of State
1997
Corporations Section

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
OPERATOR SERVICE COMPANY**

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is OPERATOR SERVICE COMPANY.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on the 10th day of December;

Article Four of the Articles of Incorporation is amended to read as follows:

"The aggregate number of shares which the corporation shall have the authority to issue is ONE MILLION FIVE HUNDRED THOUSAND (1,500,000) shares of no par value. (The consideration to be received for each share shall be fixed from time to time by the Board of Directors).

ARTICLE THREE

The number of shares of the corporation outstanding at the time of adoption was 9264; and the number of shares entitled to vote on the amendment was 9264.

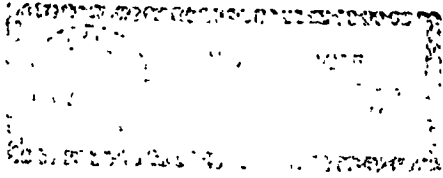
ARTICLE FOUR

The number of shares that voted for the amendment was 7866; and the number of the shares that voted against the amendment was 0.

OPERATOR SERVICE COMPANY

Kirk Smith
KIRK SMITH, President

SUBSCRIBED AND SWORN TO BEFORE ME the undersigned authority
on this the 17th day of April, 1992, by KIRK SMITH.



Lisa E. Moore
NOTARY PUBLIC IN AND FOR
STATE OF TEXAS
My Commission Expires: 1/16/96
Notary's Printed Name:
Lisa E. Moore