

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

OF

POLAR TELCOM, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that POLAR TELCOM, INC., a North Dakota BUSINESS CORPORATION, was incorporated in this office on February 5, 1998 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 a North Dakota BUSINESS CORPORATION.

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

POLAR TELCOM, INC.

Dated: March 3, 1998

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4006

This is to certify that public convenience and necessity require, and permission is granted for Polar Telcom, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Grafton, North Dakota local exchange area.

This certificate is issued in Case No. PU-1801-98-115 and is conditioned upon Polar Telcom, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated June 3, 1998.

Bismarck, North Dakota, June 3, 1998.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4007

This is to certify that public convenience and necessity require, and permission is granted for Polar Telcom, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Hatton, North Dakota local exchange area.

This certificate is issued in Case No. PU-1801-98-115 and is conditioned upon Polar Telcom, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated June 3, 1998.

Bismarck, North Dakota, June 3, 1998.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4008

This is to certify that public convenience and necessity require, and permission is granted for Polar Telcom, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Hillsboro, North Dakota local exchange area.

This certificate is issued in Case No. PU-1801-98-115 and is conditioned upon Polar Telcom, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated June 3, 1998.

Bismarck, North Dakota, June 3, 1998.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4009

This is to certify that public convenience and necessity require, and permission is granted for Polar Telcom, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Larimore, North Dakota local exchange area.

This certificate is issued in Case No. PU-1801-98-115 and is conditioned upon Polar Telcom, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated June 3, 1998.

Bismarck, North Dakota, June 3, 1998.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4010

This is to certify that public convenience and necessity require, and permission is granted for Polar Telecom, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Marvel, North Dakota local exchange area.

This certificate is issued in Case No. PU-1801-98-115 and is conditioned upon Polar Telecom, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated June 3, 1998.

Bismarck, North Dakota, June 3, 1998.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4011

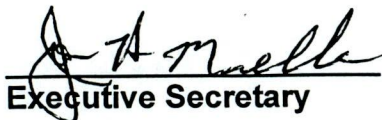
This is to certify that public convenience and necessity require, and permission is granted for Polar Telecom, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Mayville, North Dakota local exchange area.

This certificate is issued in Case No. PU-1801-98-115 and is conditioned upon Polar Telecom, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated June 3, 1998.

Bismarck, North Dakota, June 3, 1998.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4012

This is to certify that public convenience and necessity require, and permission is granted for Polar Telecom, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Minto, North Dakota local exchange area.

This certificate is issued in Case No. PU-1801-98-115 and is conditioned upon Polar Telecom, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated June 3, 1998.

Bismarck, North Dakota, June 3, 1998.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4013

This is to certify that public convenience and necessity require, and permission is granted for Polar Telecom, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Northwood, North Dakota local exchange area.

This certificate is issued in Case No. PU-1801-98-115 and is conditioned upon Polar Telecom, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated June 3, 1998.

Bismarck, North Dakota, June 3, 1998.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4014

This is to certify that public convenience and necessity require, and permission is granted for Polar Telcom, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Pembina, North Dakota local exchange area.

This certificate is issued in Case No. PU-1801-98-115 and is conditioned upon Polar Telcom, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated June 3, 1998.

Bismarck, North Dakota, June 3, 1998.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Amended Certificate of Registration

Certificate Number 527

This is to certify that Polar Telecom, Inc. is registered as an intrastate local exchange telecommunications reseller offering services in North Dakota.

This certificate is issued in Case No. PU-1801-98-136, and is subject to the conditions and limitations noted in North Dakota Administrative Code, Section 69-09-05-04.

Bismarck, North Dakota, March 30, 1998.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Registration

Certificate Number 527

This is to certify that Polar Telecom, Inc. is registered as an intrastate local exchange telecommunications reseller offering services in North Dakota.

This certificate is issued in Case No. PU-1801-98-136, and is subject to the conditions and limitations noted in North Dakota Administrative Code, Section 69-09-05-04.

Bismarck, North Dakota, March 25, 1998.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

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ARTICLES OF INCORPORATION

OF

POLAR TELCOM, INC.

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FEB 03 1998

SEC. OF STATE

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the North Dakota Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

Article 1. The name of said corporation shall be Polar Telcom, Inc.

Article 2. The purposes for which the corporation are organized are to furnish, improve and expand telecommunications services of all kinds without limitations in the State of North Dakota, and to engage in any other business which may lawfully be conducted by a North Dakota business corporation.

Article 3. The aggregate number of shares which the corporation shall have authority to issue is 50,000 shares of no par value per share.

Article 4. The address of the initial registered agent for the corporation is 818 4th Street, P.O. Box 270, Park River, ND 58270; the name of its initial registered agent at that address is David Dunning.

Article 5. The name and address of the incorporator is David Dunning, 818 4th Street, P.O. Box 270, Park River, ND 58270.

Dated this 29 day of January, 1998.


David Dunning, Incorporator



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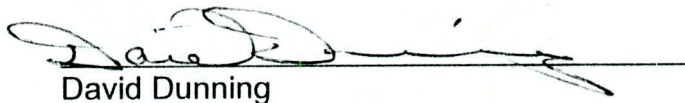
FEB 03 1998

SEC. OF STATE

REGISTERED AGENT'S CONSENT

I, David Dunning, declare that I am the registered agent named in these Articles of Incorporation, and I consent to serve in such capacity.

Dated this 29 day of January, 1998.


David Dunning

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NORTH DAKOTA
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Secretary of State
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SEC. OF STATE

CONSENT TO USE OF NAME

2261900

Polar Telecommunications, Inc., a North Dakota corporation, is registered in the Office of the Secretary of State for the State of North Dakota, and hereby consents to the use of the name Polar Telcom, Inc. by the corporation being formed under such name.

Dated this 29 day of January, 1998.

POLAR TELECOMMUNICATIONS, INC.

By David Dunning
David Dunning
Its General Manager

NORTH DAKOTA
Filed 2-5 1998
Alvin D. Dinger
Secretary of State CO



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SEC. OF STATE

CONSENT TO USE OF NAME

1446600 CORPORATION
Polar Communications Mutual Aid , a North Dakota cooperative
association, is registered in the Office of the Secretary of State for the State of
North Dakota, and hereby consents to the use of the name Polar Telcom, Inc. by
the corporation being formed under such name.

Dated this 29 day of January, 1998.

POLAR COMMUNICATIONS
MUTUAL AID CORP.

By David Dunning
David Dunning
Its General Manager

NORTH DAKOTA
Filed 2-5 1998
Alvin D. Dinger
Secretary of State
CO



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 4 pages, as taken from the original on file in this office. The validity of this certification can be determined by the color red.

Alvin A. Jaeger
Alvin A. Jaeger
SECRETARY OF STATE

DATED: 3-3-98
ek.

