

State of South Dakota



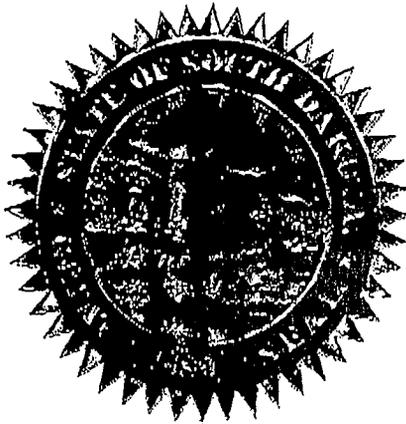
OFFICE OF THE SECRETARY OF STATE

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 **MIDSTATE TELECOM, 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 issue this Certificate of Incorporation and attach hereto a duplicate of the Articles of Incorporation.

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 November 6, 2000.



Joyce Hazeltine
Secretary of State