



Form PTO-1594 (Rev. 6-93)

RECO

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

101591001

original documents or copy thereof.

To the Honorable Commissioner of Patents

1. Name of conveying party(ies): OGIT Communications, Inc. *1.5.01*

Individual(s) Association

General Partnership Limited Partnership

Corporation-State Oregon

Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Integra Telecom, Inc.

Internal Address: _____

Street Address: 19545 NW Von Neumann Drive, Suite 190

City: Beaverton State: Oregon ZIP: 97006

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Oregon

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: December 21, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/540,284

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Catherine H. Tran

Internal Address: Perkins Cole LLP *2001*

Street Address: 1201 Third Avenue, Suite 4800

City: Seattle State: WA ZIP: 98101

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40.00

Enclosed

Authorized to be charged to deposit account

Charge any additional fees/credit any overpayment to Deposit Account No. 50-0665

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Catherine H. Tran *Catherine H. Tran* December 5, 2000

Name of Person Signing Catherine H. Tran Signature Catherine H. Tran Date December 5, 2000

Total number of pages comprising cover sheet, attachments and document: 1

DO NOT DETACH THIS PORTION

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks

Box Assignments

Washington, DC 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

EXHIBIT A

FOURTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
INTEGRA TELECOM, INC.

FILED

DEC 21 1993

OREGON
SECRETARY OF STATE

ARTICLE 1. NAME

The name of this corporation is INTEGRA TELECOM, INC.

ARTICLE 2. DURATION

The period of this corporation's existence shall be perpetual.

ARTICLE 3. PURPOSES AND POWERS

The purpose for which this corporation is organized is to engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the Oregon Business Corporation Act.

This corporation shall have the authority to engage in any and all such activities as are incidental or conducive to the attainment of the purposes of this corporation and to exercise any and all powers authorized or permitted under any laws that may be now or hereafter applicable or available to this corporation.

ARTICLE 4. SHARES

4.1 Authorized Capital

This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares of stock which this corporation shall have authority to issue shall be 271,220,000, consisting of (i) 240,000,000 shares of Common Stock, without par value, of which 120,000,000 shares shall be designated Class A Voting Common Stock (the "Class A Voting Common Stock") and 120,000,000 shares shall be designated Class B Non-Voting Common Stock (the "Class B Non-Voting Common Stock") and (ii) 31,220,000 shares of Preferred Stock, without par value, of which 21,700,000 shares shall be designated Series A Preferred Stock (the "Series A Preferred Stock"), 1,500,000 shares shall be designated Series B Preferred Stock (the "Series B Preferred Stock"), 2,000,000 shares shall be designated Series C Preferred Stock (the "Series C Preferred Stock"), 5,000,000 shares shall be designated Series D Preferred Stock (the "Series D Preferred Stock"), and 1,020,000 shares shall be designated Series E Preferred Stock (the "Series E Preferred Stock").

4.2 Common Stock

(a) Voting. Subject to any preferential or other rights granted to any series of Preferred Stock (including, but not limited to, the voting rights of the Series E Preferred Stock), the relative rights, preferences and limitations of the Class A Voting Common Stock and the Class B Non-Voting Common Stock are identical in all respects, except that the voting power of the Common Stock for the election of directors and for all other purposes is vested exclusively in the holders of shares of the Class A Voting Common Stock, and except as otherwise required by law, the holders of shares of the Class B Non-Voting Common Stock are not to have any voting power or be entitled to receive notice of meetings of shareholders. In all matters in which they have a right to vote, the holders of shares of the Class A Voting Common Stock have one (1) vote per share. In the event that the Oregon Business Corporation Act permits holders of shares of Class B Non-Voting Common Stock to vote on a plan of merger, the holders of shares of Class B Non-Voting Common Stock shall vote together with the holders of shares of Class A Voting Common Stock and the holders of shares of Preferred Stock as a single group with one (1) vote per share.

(b) Dividends. Subject to any preferential or other rights granted to any series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive dividends out of funds of this corporation legally available therefor, at the rate and at the time or times as may be provided by the Board of Directors.

(c) Conversion.

(i) Each share of Class A Voting Common Stock shall, at the option of its holder, be convertible into a share of Class B Non-Voting Common Stock; and each share of Class B Non-Voting Common Stock shall, at the option of its holder, be convertible into a share of Class A Voting Common Stock; provided, however, that in no event shall any share of Class A Voting Common Stock be converted into a share of Class B Non-Voting Common Stock if, after giving effect thereto, no shares of Class A Voting Common Stock shall be outstanding.

(ii) Each conversion of shares of Class A Voting Common Stock and shares of Class B Non-Voting Common Stock (such shares into which Class A Voting Common Stock and Class B Non-Voting Common Stock is being converted may hereinafter be referred to as the "Conversion Shares") shall be deemed to be effective as of the close of business on the date on which notice of election of such conversion is given to this corporation by such holder. Until the certificates representing the shares of Common Stock which are being converted have been surrendered and new certificates representing the Conversion Shares shall have been issued by this corporation, such certificates evidencing the shares of Common Stock being converted shall be evidence of the issuance of such Conversion Shares. At such time as such conversion has been effected, the rights of the holder of such Class A Voting Common Stock and Class B Non-Voting Common Stock, as applicable, as such holder shall cease and the Person or Persons in whose name or names any certificate or certificates for Conversion Shares are to be issued upon such

conversion shall be deemed to have become the holder or holders of record of the Conversion Shares represented thereby.

(iii) Notwithstanding any other provision hereof, if a conversion of shares is to be made in connection with a Public Offering, the conversion of such shares may, at the election of the holder thereof, be conditioned upon the consummation of the Public Offering, in which case such conversion shall not be deemed to be effective until the consummation of the Public Offering.

(iv) As soon as possible after a conversion has been effected, this corporation shall deliver to the converting holder:

(x) a certificate or certificates representing, in the aggregate, the number of Conversion Shares issuable by reason of such conversion, in the same name or names as the certificates representing the Conversion Shares and in such denomination or denominations as the converting holder has specified; and

(y) a certificate representing any shares which were represented by the certificate or certificates delivered to this corporation in connection with such conversion but which were not converted.

(v) The issuance of certificates for Conversion Shares upon conversion of Class A Voting Common Stock or Class B Non-Voting Common Stock (as applicable) shall be made without charge to the holders of such Class A Voting Common Stock or Class B Non-Voting Common Stock (as applicable) for any issuance tax in respect thereof or other cost incurred by this corporation in connection with such conversion and the related issuance of Conversion Shares. Upon conversion of any shares of Class A Voting Common Stock or Class B Non-Voting Common Stock, this corporation shall take all such actions as are necessary in order to insure that the Conversion Shares issuable with respect to such conversion shall be validly issued, fully paid and nonassessable.

(vi) This corporation shall not close its books against the transfer of Class A Voting Common Stock or Class B Non-Voting Common Stock or of Conversion Shares issued or issuable upon conversion of Class A Voting Common Stock or Class B Non-Voting Common Stock in any manner which interferes with the timely conversion of Class A Voting Common Stock or Class B Non-Voting Common Stock. This corporation shall assist and cooperate with any holder of shares of Class A Voting Common Stock or Class B Non-Voting Common Stock required to make any governmental filings or obtain any governmental approval prior to or in connection with any conversion of shares hereunder (including, without limitation, making any filings required to be made by this corporation).

(vii) This corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of issuance upon the conversion of the Class A Voting Common Stock and Class B Non-Voting Common

Stock, such number of Conversion Shares as are issuable upon the conversion of all outstanding Class A Voting Common Stock and Class B Non-Voting Common Stock. All Conversion Shares which are so issuable shall, when issued, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges. This corporation shall take all such actions as may be necessary to assure that all such Conversion Shares may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange upon which Conversion Shares may be listed (except for official notice of issuance which shall be immediately delivered by the corporation upon each such issuance).

4.3 Preferred Stock

(a) Dividends.

(i) The holders of shares of Preferred Stock shall be entitled to receive cumulative dividends payable in cash, out of any assets of this corporation legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock of this corporation) on the Common Stock of this corporation, at the rate, with respect to the Series A Preferred Stock, the Series B Preferred Stock, the Series C Preferred Stock and the Series E Preferred Stock, of 10% per annum, and at the rate, with respect to the Series D Preferred Stock, of 12% per annum (in each case, the "Applicable Rate") on the sum of (x) the Liquidation Value (as defined in Section 4.3(b)(viii) below) of such series of Preferred Stock and (y) all accumulated and unpaid dividends thereon from the date of issuance to the end of the immediately preceding calendar year, and at the time or times as may be declared by the Board of Directors. Accrued but unpaid dividends will be compounded annually on December 31 of each year (the initial such calculation to be made at the Applicable Rate for the number of days elapsed from the date of issuance of the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock to and including the 31st day of December, 1998, from the date of issuance of the Series D Preferred Stock to and including the 31st day of December, 1999, and from the date of issuance of the Series E Preferred Stock to and including the 31st day of December, 2000). Such dividends shall commence to accrue on each share of Preferred Stock from the date of issuance thereof, whether or not declared by the Board of Directors, and whether or not there are profits, surplus or other funds of this corporation legally available for the payment of dividends, and shall continue to accrue thereon to the date the Liquidation Value of such share (plus all accrued and unpaid dividends thereon) is paid. For purposes of determining the amount of dividends accrued on the Preferred Stock pursuant to this Section 4.3(a) in connection with the sale, redemption or repurchase of any Preferred Stock which may occur prior to December 31 of any year, the Applicable Rate for such period shall be multiplied by a fraction, the numerator of which is the actual number of days elapsed in the then current year and the denominator of which is three hundred sixty five (365). Each holder of Preferred Stock shall be entitled to receive dividends on each share of Preferred Stock then held by such holder in an amount equal to the accumulated and unpaid

dividends on such Preferred Stock from the date of issuance to the date of such payment (the "Accrued Dividend").

(ii) No dividends or other distributions shall be declared or paid with respect to the Series A Preferred Stock, Series B Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Common Stock of this corporation or stock of any other class or series ranking junior (with respect to either dividends and distributions or rights of liquidation) to the Series C Preferred Stock, nor shall any shares of Series A Preferred Stock, Series B Preferred Stock, Series D Preferred Stock, Series E Preferred Stock or Common Stock or any other class of series ranking junior to the Series C Preferred Stock be redeemed, purchased or otherwise acquired for consideration by this corporation or any subsidiary thereof, nor shall any money be made available for redemption, purchase or other acquisition for consideration of any such shares, until the Accrued Dividend on all shares of the Series C Preferred Stock shall have been paid. Except as permitted by Sections 9.3 and 9.4(b), (c), (d) and (e) of the Securityholders' Agreement (as defined in Section 4.3(e) below), no dividends or other distributions shall be declared or paid with respect to the Series B Preferred Stock, Series E Preferred Stock and Common Stock of this corporation or stock of any other class or series ranking junior (with respect to either dividends and distributions or rights of liquidation) to the Series A Preferred Stock and the Series D Preferred Stock until the Accrued Dividend on all shares of the Series A Preferred Stock and Series D Preferred Stock shall have been paid (the Series A Preferred Stock and the Series D Preferred Stock ranking *pari passu* with respect to the payment of dividends or other distributions and the payment of the redemption, purchase or other acquisition price by this corporation). Except as permitted by Sections 8, 9.3 and 9.4(b), (c), (d) and (e) of the Securityholders' Agreement, no shares of Series B Preferred Stock, Series E Preferred Stock or Common Stock or any other class of series ranking junior to the Series A Preferred Stock or the Series D Preferred Stock be redeemed, purchased or otherwise acquired for consideration by this corporation or any subsidiary thereof, nor shall any money be made available for redemption, purchase or other acquisition for consideration of any such shares, until the Accrued Dividend on all shares of the Series A Preferred Stock and Series D Preferred Stock shall have been paid. The Series B Preferred Stock and the Series E Preferred Stock shall rank *pari passu* with respect to the payment of dividends or other distributions and the payment of the redemption, purchase, or other acquisition price by this corporation. No dividends or other distributions shall be declared or paid with respect to the Common Stock of this corporation or stock of any other class of series ranking junior (with respect to either dividends and distributions or rights of liquidation) to the Preferred Stock until the Accrued Dividend on all shares of the Preferred Stock shall have been paid. Except as permitted by Section 8 of the Securityholders' Agreement, no shares of Common Stock or any other class or series ranking junior to the Preferred Stock be redeemed, purchased or otherwise acquired for consideration by this corporation or any subsidiary thereof, nor shall any money be made available for redemption, purchase or other acquisition for consideration of any such shares, until the Accrued Dividend on all shares of the Preferred Stock shall have been paid. The holders of the Preferred Stock shall not be entitled to receive any dividends thereon other than the dividends referred to in this Section 4.3(a).

payment in cash of an amount equal to the aggregate Liquidation Value of all shares of Series A Preferred Stock and Series D Preferred Stock held by such holder plus an amount equal to the Accrued Dividend on such shares of Series A Preferred Stock and Series D Preferred Stock, whether or not declared to the date of such payment. If, upon any such liquidation, dissolution or other winding up of the affairs of this corporation, after payment of the preference amounts to the holders of the Series C Preferred Stock pursuant to Section 4.3(b)(i) above, the net assets of this corporation distributable among the holders of all outstanding shares of the Series A Preferred Stock and Series D Preferred Stock shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled under this Fourth Amended and Restated Certificate of Incorporation, then the entire net assets of this corporation remaining after provisions for the payment of this corporation's debts and other liabilities and the preferential amounts to the Series C Preferred Stock shall be distributed among the holders of the Series A Preferred Stock and Series D Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(iii) Upon the voluntary or involuntary dissolution, liquidation or winding up of this corporation, after payment of the preferential amounts to the holders of shares of the Series C Preferred Stock, Series A Preferred Stock and Series D Preferred Stock pursuant to Section 4.3(b)(i) and (ii) shall have been made, but before any payment shall be made to or set apart for the holders of Common Stock or any other shares of capital stock of this corporation (other than the Series C Preferred Stock, Series A Preferred Stock and Series D Preferred Stock), the holders of shares of Series B Preferred Stock and Series E Preferred Stock shall be entitled to receive from the assets of this corporation, whether represented by capital, surplus, reserves or earnings, payment in cash of an amount equal to the aggregate Liquidation Value of all shares of Series B Preferred Stock and Series E Preferred Stock held by such holder plus an amount equal to the Accrued Dividend on such shares of Series B Preferred Stock and Series E Preferred Stock, whether or not declared to the date of such payment. If, upon any such liquidation, dissolution or winding up of the affairs of this corporation, after payment of the preference amounts to the holders of the Series C Preferred Stock, Series A Preferred Stock and Series D Preferred Stock pursuant to Section 4.3(b)(i) and (ii) above, the net assets of this corporation distributable among the holders of all outstanding shares of the Series B Preferred Stock and Series E Preferred Stock shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled under this Fourth Amended and Restated Certificate of Incorporation, then the entire net assets of this corporation remaining after the provision for payment of this corporation's debts and other liabilities and the preferential amounts to the Series C Preferred Stock, Series A Preferred Stock and Series D Preferred Stock shall be distributed among the holders of the Series B Preferred Stock and Series E Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(iv) After payment shall have been made in full to the holders of Preferred Stock as provided herein upon any liquidation, dissolution or winding up of this corporation, the remaining assets and surplus funds of this corporation available for

distribution shall be distributed ratably to the holders of the Common Stock according to the number of shares of Common Stock held by each holder. After the distribution to the holders of the Preferred Stock of the preferential amounts described in this Section 4.3(b) has been made, the holders of the Preferred Stock shall be entitled to no further participation in the distribution of the assets of this corporation.

(v) A consolidation or merger of this corporation in a transaction in which the stockholders of this corporation shall own less than 50% of the voting securities of the surviving corporation or its parent, or a sale of all or substantially all of the assets of this corporation to another person or persons as an entirety, shall be regarded as a liquidation, dissolution or winding up of the affairs of this corporation within the meaning of this Section 4.3(b).

(vi) The Board of Directors' right to authorize and make distributions to its shareholders is subject to the restrictions set forth in Section 60.181 of the Oregon Revised Statutes and such other applicable legal restrictions as are or may hereafter become effective.

(vii) Whenever a distribution provided for in Section 4.3(b) shall be payable in property other than cash, the value of such distribution shall be the fair-market value of such property as determined in good faith by the Board of Directors of this corporation.

(viii) For purposes of this Article 4, the term "Liquidation Value" shall mean \$1.00 in the case of a share of Series C Preferred Stock. In the case of a share of Series A Preferred Stock or Series B Preferred Stock, the Liquidation Value of each such share shall be an amount equal to \$1.00, plus an amount equal to the Applicable Rate on \$1.00 from April 9, 1998 compounded annually on December 31 of each year, less an amount equal to the Accrued Dividend on such share, if any. In the case of a share of Series D Preferred Stock, the Liquidation Value of each such share shall be an amount equal to \$1.00, plus an amount equal to the Applicable Rate on \$1.00 from June 30, 1999 compounded annually on December 31 of each year, less an amount equal to the Accrued Dividend on such share, if any. In the case of a share of Series E Preferred Stock, the Liquidation Value of each such share shall be an amount equal to \$5.00, plus an amount equal to the Applicable Rate on \$5.00 from [date of issuance] compounded annually on December 31 of each year, less an amount equal to the Accrued Dividend on such share, if any.

(c) Voting Power. Except as otherwise required by law, the holders of the shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock shall have no voting powers whatsoever and no holder of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by this corporation or the shareholders thereof or be entitled to notification as to any meeting of the shareholders. The holders of shares of Series E Preferred Stock shall have the right to vote for the election of directors and to participate in any proceeding in which actions shall be taken by the

shareholders of this corporation, and shall be entitled to notification as to any meeting of the shareholders. In all matters in which they have a right to vote, the holders of shares of the Series E Preferred Stock shall have one (1) vote per share, voting together with the holders of shares of Class A Voting Common Stock as a single group. In the event that the Oregon Business Corporation Act permits holders of shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock or Series D Preferred Stock to vote on a plan of merger, the holders of shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock shall vote together with the holders of shares of Common Stock as a single group with one (1) vote per share.

(d) Conversion Rights. Except as otherwise required by law, the holders of shares of Preferred Stock shall have no rights of conversion of the Preferred Stock into any other class of Preferred Stock or Common Stock.

(e) Redemption. The shares of Preferred Stock shall be redeemable pursuant to Section 9 of the Securityholders' Agreement, dated April 9, 1998 and as amended on June 30, 1999 and [date of issuance of Series E Preferred Stock] (collectively, the "Securityholders' Agreement") by and among this corporation, its shareholders and the members of Rural Link Communications, LLC. Nothing set forth in this Fourth Amended and Restated Articles of Incorporation, however, shall prevent the repurchase by this corporation of any share of Preferred Stock to the extent permitted by applicable law.

(f) Status of Reacquired Shares. No share or shares of Preferred Stock purchased or otherwise acquired by this corporation shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which this corporation shall be authorized to issue. This corporation may from time to time take such appropriate corporate action as may be necessary to reduce the authorized number of shares of the Preferred Stock accordingly.

ARTICLE 5. LIMITATION OF DIRECTOR LIABILITY

To the fullest extent that the Oregon Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of this corporation shall not be liable to this corporation or its shareholders for any monetary damages for conduct as a director or an officer. Any amendment to or repeal of this Article or amendment to the Oregon Business Corporation Act shall not adversely affect any right or protection of a director or officer of this corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

ARTICLE 6. INDEMNIFICATION

To the fullest extent not prohibited by law, this corporation: (i) shall indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of this corporation), by reason of the fact that the person is or was a director or officer

of this corporation, and (ii) may indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of this corporation), by reason of the fact that the person is or was an employee or agent of this corporation, or a fiduciary (within the meaning of the Employee Retirement Income Security Act of 1974), with respect to any employee benefit plan of this corporation, or serves or served at the request of this corporation as a director or officer of, or as a fiduciary (as defined above) of an employee benefit plan of, another corporation, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive of any other provisions for the indemnification of directors, officers, employees or agents that may be included in any statute, bylaw, agreement, resolution of shareholders or directors or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of this corporation. For purposes of this Article, "corporation" shall mean this corporation incorporated hereunder and any successor corporation thereof.

ARTICLE 7. NOTICES

The address where the State of Oregon Corporation Division may mail notices to this corporation is:

1211 S.W. Fifth Avenue, Suite 1500
Portland, OR 97204-1002



Phone: (503) 986-2200
Fax: (503) 378-4381

Restated Articles of Incorporation—Business/Professional/Nonprofit

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

Check the appropriate box below:

For office use only

- BUSINESS/PROFESSIONAL CORPORATION
(Complete only 1, 2, 3, 4, 6, 7)
- NONPROFIT CORPORATION
(Complete only 1, 2, 2.5, 6, 7)

FILED

JAN 9 2 2000

OREGON
SECRETARY OF STATE

Registry Number: 524470-84

Attach Additional Sheet if Necessary
Please Type or Print Legibly in Black Ink

- 1) NAME OF CORPORATION PRIOR TO AMENDMENT Integra Telecom, Inc.
- 2) NEW NAME OF THE CORPORATION (if changed) _____
- 3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED See Exhibit A attached

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

- The restated articles contain amendments which do not require shareholder approval. The date of the adoption of the amendments and restated articles was _____, 19 ____ . These amendments were duly adopted by the board of directors.
- The restated articles contain amendments which require shareholder approval. The date of the adoption of the amendments and restated articles was January 7, 2000 . The vote of the shareholders was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
See Exhibit B attached hereto				

- The corporation has not issued any shares of stocks. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the incorporators or by the board of directors.

NONPROFIT CORPORATION ONLY

5) CHECK THE APPROPRIATE STATEMENT

- The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was _____, 19 ____ . These amendments were duly adopted by the board of directors.
- The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was _____, 19 ____ . The vote of the members was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

6) EXECUTION

Printed Name
Dudley R. Slater

Signature

Title
Chief Executive Officer

7) CONTACT NAME

Karen M. Dodge

DAYTIME PHONE NUMBER

(503) 727-2000

FEES

Make check for \$70 payable to "Corporation Division."

NOTE: Fees may be paid with VISA or MasterCard. The card number and expiration date should be indicated on a separate sheet for your protection.

EXHIBIT B

INTEGRA TELECOM, INC.

4. The shareholder vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
Class A Voting Common	7,224,993	7,224,993	7,224,993	-0-
Class B Nonvoting Common	66,199,258	66,199,258	66,199,258	-0-
Series A Preferred	21,574,086	21,574,086	21,574,086	-0-
Series B Preferred	1,122,258	1,122,258	1,122,258	-0-
Series C Preferred	-0-	-0-	N/A	N/A
Series D Preferred	5,000,000	5,000,000	5,000,000	-0-
Series E Preferred	-0-	-0-	N/A	N/A

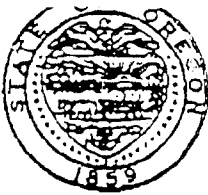
FILED
 DEC 21 1999
 OREGON
 SECRETARY OF STATE

EXHIBIT B
OGIT COMMUNICATIONS, INC.

4. The shareholder vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
Class A Voting Common	7,174,993	7,174,993	6,224,995	-0-
Class B Nonvoting Common	61,247,300	61,247,300	60,765,638	-0-
Series A Preferred	21,574,086	21,574,086	21,415,003	-0-
Series B Preferred	1,122,258	1,122,258	945,008	-0-
Series C Preferred	-0-	-0-	n/a	n/a
Series D Preferred	3,000,000	3,000,000	3,000,000	-0-

{25375-0001/PA993120.112}



Phone: (503) 986-2200
Fax: (503) 378-4381

Restated Articles of Incorporation—Business/Professional/Nonprofit

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

Check the appropriate box below:

For office use only

- BUSINESS/PROFESSIONAL CORPORATION
(Complete only 1, 2, 3, 4, 5, 7)
- NONPROFIT CORPORATION
(Complete only 1, 2, 3, 5, 6, 7)

FILED

DEC 21 1999

OREGON
SECRETARY OF STATE

Registry Number: 524470-84

Attach Additional Sheet if Necessary
Please Type or Print Legibly in Black Ink

- 1) NAME OF CORPORATION PRIOR TO AMENDMENT OCIT Communications, Inc.
- 2) NEW NAME OF THE CORPORATION (If changed) Integra Telecom, Inc.
- 3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED See Exhibit A attached

BUSINESS/PROFESSIONAL CORPORATION ONLY

NONPROFIT CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

- The restated articles contain amendments which do not require shareholder approval. The date of the adoption of the amendments and restated articles was _____, 19 __. These amendments were duly adopted by the board of directors.
- The restated articles contain amendments which require shareholder approval. The date of the adoption of the amendments and restated articles was October 27, 19 99. The vote of the shareholders was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
See Exhibit B attached hereto				

- The corporation has not issued any shares of stocks. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the incorporators or by the board of directors.

5) CHECK THE APPROPRIATE STATEMENT

- The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was _____, 19 __. These amendments were duly adopted by the board of directors.
- The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was _____, 19 __. The vote of the members was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

6) EXECUTION

Printed Name

Dudley R. Slater

Signature

Title

President

7) CONTACT NAME

Karen M. Dodge

DAYTIME PHONE NUMBER

(503) 727-2000

FEES

Make check for \$10 payable to "Corporation Division."

NOTE: Filing fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.