

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 08/08/2006 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--------------------------|----------|----------------|--------------|
| OneEighty Communications | | 08/09/2006 | CORPORATION: |

RECEIVING PARTY DATA

| | |
|-------------------|-------------------------|
| Name: | Eschelon Telecom, Inc. |
| Street Address: | 730 Second Avenue South |
| Internal Address: | Suite 900 |
| City: | Minneapolis |
| State/Country: | MINNESOTA |
| Postal Code: | 55402 |
| Entity Type: | CORPORATION: |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|----------------------|---------|--------------------------|
| Registration Number: | 2907840 | ONEEIGHTY COMMUNICATIONS |

CORRESPONDENCE DATA

Fax Number: (612)436-6816
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 612-436-1888
 Email: gazeller@eschelon.com
 Correspondent Name: Ginny A. Zeller
 Address Line 1: 730 Second Avenue South
 Address Line 2: Suite 900
 Address Line 4: Minneapolis, MINNESOTA 55402

| | |
|--------------------|------------------|
| NAME OF SUBMITTER: | J. Jeffery Oxley |
| Signature: | /jjoxley/ |

OP \$40.00 2907840

Date:

02/21/2007

Total Attachments: 25

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SECRETARY OF STATE

STATE OF MONTANA
BRAD JOHNSON



Montana State Capitol
PO Box 202801
Helena, MT 59620-2801
(406)444-3665
<http://www.sos.mt.gov>

CORPORATION SERVICE COMPANY
PO BOX 1691
HELENA MT 59624 1691

RE: DEGREE MERGER SUB, INC.
(MERGED INTO): ONEEIGHTY
COMMUNICATIONS, INC.
ARTICLES OF MERGER
Filing Date: September 29, 2006
Filing Number: D128837 - 710209

September 29, 2006

Dear Sir or Madam:

I've approved the filing of the documents for the above named entity. The document number and filing date have been recorded on the original document. This letter serves as your certificate of filing and should be maintained in your files for future reference.

Pursuant to your request, I have deducted \$40.00 from your prepaid account to cover the costs of this transaction.

Thank you for giving this office the opportunity to serve you. If you have any questions in this regard, or need additional assistance, please do not hesitate to contact the Business Services Bureau professionals at (406) 444-3665.

Sincerely,

Handwritten signature of Brad Johnson in cursive.
BRAD JOHNSON
Secretary of State

You can correspond with our office via facsimile. Our fax number is (406) 444-3976. You can now fax in
Your search, copy, and certificate requests.

TRADEMARK
REEL: 003484 FRAME: 0656

ARTICLES OF MERGER
OF
ONEEIGHTY COMMUNICATIONS, INC.
AND
DEGREE MERGER SUB, INC.

710209
STATE OF MONTANA
FILED
SEP 29 2006
JAD
PP #40

To the Secretary of State
State of Montana

D128637 SECRETARY OF STATE

Pursuant to the provisions of the Montana Business Corporation Act, the domestic business corporations herein named do hereby submit the following articles of merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging Degree Merger Sub, Inc. ("*Merger Sub*"), with and into OneEighty Communications, Inc. ("*OneEighty*"), as adopted by written consent by the Board of Directors of OneEighty, on August 8, 2006 and adopted by written consent by the Board of Directors of Degree Merger Sub, Inc. on August 9, 2006.

2. With respect to OneEighty:

(a) The designation, the number of outstanding shares, and the number of votes entitled to be cast by the voting group entitled to vote on the Plan of Merger:

- Designation of voting group: Common Stock.
- Number of outstanding shares of voting group: 3,071,702.
- Number of votes of voting group entitled to be cast on the Plan of Merger: 3,071,702.

(b) The total number of undisputed votes cast for the Plan of Merger by the voting group entitled to vote on the Plan of Merger is as follows:

- Designation of voting group: Common Stock.
- Number of undisputed votes of voting group cast for the Plan of Merger: 3,071,702.

(c) The number of votes cast for the Plan of Merger was sufficient for the approval thereof by the said voting group.

3. With respect to Merger Sub:

(a) The designation, the number of outstanding shares, and the number of votes entitled to be cast by the voting group entitled to vote on the Plan of Merger:

- Designation of voting group: Common Stock.
- Number of outstanding shares of voting group: 100.
- Number of votes of voting group entitled to be cast on the Plan of Merger: 100.

(b) The total number of undisputed votes cast for the Plan of Merger by the voting group entitled to vote on the Plan of Merger is as follows:

- Designation of voting group: Common Stock.
- Number of undisputed votes of voting group cast for the Plan of Merger: 100.

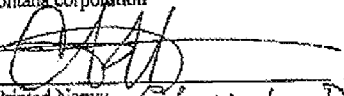
(c) The number of votes cast for the Plan of Merger was sufficient for the approval thereof by the said voting group.

RECEIVED
HELLEN MONTANA
2006 SEP 29 AM 8:28
SECRETARY OF STATE

REST115821273

Executed on September 18, 2006.

ONEIGHTY COMMUNICATIONS, INC.,
a Montana corporation

By: 
Printed Name: Christopher Dimock
Title: its President & CEO

DEGREE MERGER SUB, INC.,
a Montana corporation

By: _____
Printed Name:
Title:

FILED
HELIX, MONTANA
2006 SEP 29 AM 8:22
DAN JOHNSON
SUPPORTER OF STATE


[COUNTERPART SIGNATURE PAGE TO PLAN OF MERGER]

Executed on September 28, 2006, but only effective as provided above.

ONEEIGHTY COMMUNICATIONS, INC.,
a Montana corporation

By: _____
Printed Name:
Title:

DEGREE MERGER SUB, INC.,
a Montana corporation

By: 
Printed Name: Richard A. Smith
Title: President & Chief Executive Officer

[COUNTERPART SIGNATURE PAGE TO ARTICLES OF MERGER]

RECEIVED
HELENA, MONTANA
2006 SEP 29 AM 8:22
PRUD'HOON
SECRETARY OF STATE

Exhibit B
PLAN OF MERGER

PLAN OF MERGER adopted by OneEighty Communications, Inc., a business corporation organized under the laws of the State of Montana ("OneEighty"), by resolution of its Board of Directors on August 8, 2006, and adopted on August 9, 2006 by Degree Merger Sub, Inc., a business corporation organized under the laws of the State of Montana (the "Merger Sub"), by resolution of its Board of Directors. The names of the corporations planning to merge are OneEighty Communications, Inc., a business corporation organized under the laws of the State of Montana, and Degree Merger Sub, Inc., a business corporation organized under the laws of the State of Montana.

1. The Merger Sub shall, pursuant to that certain Agreement and Plan of Merger by and between OneEighty, the Merger Sub and certain other parties thereto (the "Merger Agreement") and in accordance with the provisions of the Montana Business Corporation Act, merge with and into OneEighty with OneEighty being the corporation that survives the merger (the "Surviving Corporation") and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the laws of the State of Montana. The separate existence of Merger Sub, which is sometimes hereinafter referred to as the "Non-Surviving Corporation," shall cease at the effective time and date of the merger in accordance with the provisions of the Montana Business Corporation Act.

2. The Articles of Incorporation of OneEighty at the effective time and date of the merger shall be amended and restated in connection with the merger, in the form of Exhibit B to the Articles of Merger, to constitute the Articles of Incorporation of the Surviving Corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the jurisdiction of incorporation of the surviving corporation.

3. The present bylaws of the Merger Sub will be the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the laws of the State of Montana.

4. The directors and officers in office of the Merger Sub at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their respective directorships and offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Each issued share of Merger Sub immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one fully paid and non-assessable share of common stock of the Surviving Corporation. The issued shares of OneEighty shall be surrendered by the holders thereof in exchange for such holder's pro rata portion of the consideration paid to the holders of OneEighty capital stock in the merger pursuant to the terms of the Merger Agreement.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Merger Sub and to the shareholders of OneEighty for their approval or rejection in the manner prescribed by the provisions of the Montana Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Merger Sub and by the shareholders entitled to vote of OneEighty in the manner prescribed by the provisions of the Montana Business Corporation Act, the Merger Sub and OneEighty hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Montana, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Merger Sub and of OneEighty, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become

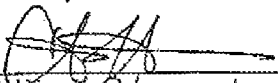
necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

[Signatures on following page]

RECORDED
HELD IN ILLINOIS
2005 SEP 29 AM 8:22
BY J. JOHNSON
ST. LOUIS, MO

Executed on September 28, 2006, but only effective as provided above.

ONE EIGHTY COMMUNICATIONS, INC.,
a Montana corporation

By: 
Printed Name: Christopher Dimock
Title: its President of CEO

DEGREE MERGER SUB, INC.,
a Montana corporation

By: _____
Printed Name:
Title:

[COUNTERPART SIGNATURE PAGE TO ARTICLES OF MERGER]

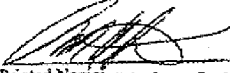
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HELIX MONTANA
2006 SEP 29 AM 8:22
BROCKTON
SECRETARY OF STATE

Executed on September 28, 2006.

ONEIGHTY COMMUNICATIONS, INC.,
a Montana corporation

By: _____
Printed Name:
Title:

DEGREE MERGER SUB, INC.,
a Montana corporation

By: 
Printed Name: Richard A. Smith
Title: President & Chief Executive Officer

[COUNTERPART SIGNATURE PAGE TO PLAN OF MERGER]

REST145821273

6

RECEIVED
HELLEN MONTANA
2006 SEP 29 AM 8:22
BOARD OF PERSON
SECRETARY OF STATE

Exhibit B

Amended and Restated Articles of Incorporation of OneEighty Communications, Inc.

RECEIVED
HEALTHY LOUISIANA

2006 SEP 29 AM 8:22

BRUCE J. SONN
SECRETARY OF STATE

REST11582127.3

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ONE EIGHTY COMMUNICATIONS, INC.
A MONTANA CORPORATION

The Articles of Incorporation of the above-referenced corporation are hereby amended and restated in their entirety to read as set forth below in accordance with applicable provisions of the Montana Business Corporation Act:

Name

The name of this corporation shall be **OneEighty Communications, Inc.**

Period of Existence

The period of the existence and duration of the life of this corporation shall be perpetual.

Purposes

The purposes for which this corporation is formed are any lawful purpose under the Montana Business Corporation Act.

Authorized Shares

Common Stock. The total number of shares that the corporation is authorized to issue is 100 shares of common stock, \$0.001 par value (the "*Common Stock*").

Underlying Terms of Common Stock.

Voting Rights. Each share of Common Stock shall entitle the holder thereof to one vote on all matters submitted to a vote of the shareholders of the corporation.

Dividends and Distributions. The holders of shares of Common Stock shall be entitled to receive such dividends and other distributions in cash, property or shares of capital stock of the corporation as may be declared by the Board of Directors of the corporation from time to time out of assets or funds of the corporation legally available for such purposes.

Cumulative Voting

The right to cumulate votes in the election of directors shall not exist with respect to shares of stock of the corporation.

Registered Agent and Office

The street address and mailing address of the initial registered office of the corporation is 26 West Sixth Avenue, P.O. Box 1691, Helena, Montana 59624-1691. The name of the corporation's initial registered agent at such office is Corporation Service Company.

Directors

RECEIVED
HELENA, MONTANA
2006 SEP 29 AM 8:42
BOB JOHNSON
SECRETARY OF STATE

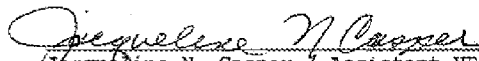
The number of directors of the corporation shall be determined in the manner provided by the By-laws of the corporation and may be increased and decreased from time to time in the manner provided therein.

Directors' Liability

No director of the corporation shall have or be subject to any personal liability to the corporation or its shareholders for monetary damages for any actions taken, or any failure to take any action, as a director, except as otherwise specifically provided by the Montana Business Corporation Act.

Corporation Service Company accepts appointment as Registered Agent in Montana for ONEEIGHTY COMMUNICATIONS, INC.

Our address in Montana is:
26 West Sixth Avenue
P.O. Box 1691
Helena, MT 59624-1691


Jacqueline N. Casper / Assistant VP

RECEIVED
HELENA MONTANA
2006 SEP 29 AM 8:22
BRAD JOHNSON
SECRETARY OF STATE

SECRETARY OF STATE

STATE OF MONTANA

BOB BROWN

Business Services Bureau
Pat Haffey, Deputy



Montana State Capitol
PO Box 202801
Helena, MT 59620-2801
(406)444-3665
<http://www.state.mt.us/sos/>

MOULTON BELLINGHAM LONGO MATHE
PO BOX 2559
BILLINGS MT 59103 2559

December 30, 2003

PRIORITY

Dear Sir or Madam:

RE: ONE EIGHTY
COMMUNICATIONS, INC.
(WASHINGTON CORP) MERGE
INTO ONEEIGHTY
COMMUNICATIONS, INC.
(MONTANA CORP)
ARTICLES OF MERGER
Date of Filing: December 29, 2003
Filing Number: D128837 - 496919

I've approved the filing of the documents for the above named entity. The document number and filing date have been recorded on the original document which is filed in our office. This letter serves as your certificate of filing and should be maintained in your files for future reference.

Thank you for giving this office the opportunity to serve you. If you have any questions in this regard, or need additional assistance, please do not hesitate to contact the Business Services Bureau professionals at (406) 444-3665.

Sincerely,

Handwritten signature of Bob Brown in cursive.

Bob Brown
Secretary of State

You can correspond with our office via facsimile. Our fax number is (406) 444-3976. You can now fax in your search, copy, and certificate requests.



496919
STATE OF MONTANA
FILED
DEC 29 2003
SECRETARY OF STATE
PP #40

PRIORITY

ARTICLES OF MERGER
OF
ONE EIGHTY COMMUNICATIONS, INC.
WITH AND INTO
ONEEIGHTY COMMUNICATIONS, INC.
D-128837

The following Articles of Merger are being filed pursuant to Mont. Code Ann. § 35-1-816 (2003) to reflect the merger of One Eighty Communications, Inc., a Washington corporation, with and into OneEighty Communications, Inc., a Montana corporation.

ARTICLE I

Plan of Merger. A copy of the Plan of Merger adopted by the boards of directors and executed by the presidents of the two (2) corporations that are parties to this merger is attached as Exhibit A and incorporated herein by this reference.

ARTICLE II

Shareholder Approval.

a. *Shares Entitled to Vote.* Pursuant to Mont. Code Ann. § 35-1-816(1)(c)(i) (2003), the following includes the designation, the number of outstanding shares, and the number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Merger as to One Eighty Communications, Inc., a Washington corporation:

| Corporation | Designation | Outstanding Shares | Shares Entitled to Vote |
|---------------------------------|-------------|--------------------|-------------------------|
| One Eighty Communications, Inc. | Common | 3,684,203 | 3,684,203 |

b. *Shareholder Approval.* The shareholders of One Eighty Communications, Inc., a Washington corporation, approved the attached Plan of Merger at a meeting of shareholders at which a quorum was present. Pursuant to Mont. Code Ann. § 35-1-816(1)(c)(ii) (2003), the following tabulates the total number of votes cast for and against the Plan of Merger by each voting group entitled to vote separately on the plan as to One Eighty Communications, Inc., a Washington corporation. The number of shares of One Eighty Communications, Inc., a Washington corporation, that voted for the Plan of Merger was sufficient to adopt and approve the Plan of Merger under both Montana and Washington laws.

| Corporation | Designation | Voted For | Voted Against |
|---------------------------------|-------------|-----------|---------------|
| One Eighty Communications, Inc. | Common | 3,684,203 | 0 |

EXHIBIT
A

PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made and entered into this ~~29th~~ day of ~~December~~, 2003, by and between ONE EIGHTY COMMUNICATIONS, INC., a Washington corporation, of 206 North 29th Street, Billings, Montana 59101 ("Washington Corporation") and ONEEIGHTY COMMUNICATIONS, INC., a Montana corporation, of 206 North 29th Street, Billings, Montana 59101 ("Montana Corporation").

RECITALS

WHEREAS, Washington Corporation is a corporation duly organized and existing under the laws of the State of Washington, and Montana Corporation is a corporation duly organized and existing under the laws of the State of Montana.

WHEREAS, the authorized stock of Washington Corporation is 50,000,000 shares of no par value common stock and 50,000,000 shares of no par value preferred stock, of which 3,684,203 shares of common stock are issued and outstanding.

WHEREAS, the authorized stock of Montana Corporation is 50,000,000 shares of no par value voting common stock, 2,500,000 shares of no par value nonvoting common stock, and 50,000,000 shares of no par value preferred stock, of which no shares of voting common stock, no shares of nonvoting common stock, and no shares of preferred stock are issued and outstanding.

WHEREAS, the Board of Directors of Washington Corporation have determined that it is in the best interests of the shareholders of Washington Corporation that Washington Corporation merge with and into Montana Corporation for purposes of establishing a new state of incorporation for Washington Corporation.

WHEREAS, the Board of Directors of Washington Corporation have approved this plan of merger and have authorized and directed the President and CEO of Washington Corporation to execute this plan of merger on behalf of Washington Corporation.

WHEREAS, the Board of Directors of Montana Corporation have approved this plan of merger and have authorized and directed the President and CEO of Montana Corporation to execute this plan of merger on behalf of Montana Corporation.

WHEREAS, for federal income tax purposes, it is intended that the merger of Washington Corporation with and into Montana Corporation shall qualify as a tax-free "Type F" reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, Washington Corporation and Montana Corporation agree in accordance with the laws of the State of Washington and the State of Montana that Washington Corporation merge with and into Montana Corporation. Montana Corporation shall continue its corporate

existence and shall be the corporation surviving the merger. Washington Corporation and Montana Corporation will perform and carry out the terms and conditions of the merger as agreed upon herein.

1. **Effective Time of Merger.** At the effective time of the merger, the separate corporate existence of Washington Corporation shall cease, and Washington Corporation shall be merged into Montana Corporation. On or before December 31, 2003, articles of merger shall be filed with the Washington Secretary of State and the Montana Secretary of State. The merger of Washington Corporation with and into Montana Corporation shall be effective at 12:01 a.m., Mountain Time, on January 1, 2004.

2. **Bylaws.** The bylaws of Montana Corporation at the effective time of the merger shall be the bylaws of the surviving corporation of the merger.

3. **Directors and Officers.** The board of directors of the surviving corporation of the merger, until their respective successors are duly elected and qualified, shall be Christopher Dimock, Brent L. Johnson, and Gregory D. Green. The officers of the surviving corporation of the merger, until their respective successors are duly elected and qualified, shall be:

| | |
|--------------------|---|
| Christopher Dimock | President and Chief Executive Officer ("CEO") |
| Brent L. Johnson | Executive Vice President |
| Linda L. Bell | Secretary/Treasurer |

4. **Conversion of Shares in Merger.** The mode of carrying into effect the merger of Washington Corporation with and into Montana Corporation as provided in this plan of merger, and the manner and basis of converting the shares of Washington Corporation into shares of Montana Corporation as the surviving corporation of the merger are as follows:

- (a) The issued and outstanding shares of Washington Corporation that are owned by shareholders of Washington Corporation, other than Gregory D. Green, shall be converted into a like number of shares of voting common stock of Montana Corporation, the surviving corporation of the merger. The stock certificates of the shareholders of Washington Corporation, other than Gregory D. Green, shall be surrendered to Montana Corporation, cancelled and replaced with stock certificates of Montana Corporation showing their ownership of the same number of shares of voting common stock of Montana Corporation. Until the stock certificates of such shareholders of Washington Corporation are so surrendered, the outstanding shares of the stock of Washington Corporation to be converted into the stock of Montana Corporation as provided herein may be treated by Montana Corporation for all corporation purposes as evidencing the ownership of shares of stock of Montana Corporation as though the surrender and exchange has taken

place.

- (b) The issued and outstanding shares of Washington Corporation that are owned by Gregory D. Green and are currently held in escrow with American Title & Escrow in Billings, Montana, pursuant to that certain Stock Redemption Agreement dated December 30, 2002, shall be converted into a like number of shares of nonvoting common stock of Montana Corporation, the surviving corporation of the merger. The stock certificates of Gregory D. Green that are currently held in escrow with American Title & Escrow shall be cancelled and replaced with stock certificates of Montana Corporation showing his ownership of the same number of shares of nonvoting common stock of Montana Corporation. These new stock certificates of Montana Corporation shall be placed in escrow with American Title & Escrow in Billings, Montana. Additionally, Gregory D. Green shall execute and place in escrow with American Title & Escrow stock powers transferring the shares of nonvoting common stock of Montana Corporation to Montana Corporation in accordance with that certain Stock Redemption Agreement dated December 30, 2002. These new stock powers shall replace the stock powers that are currently held in escrow and that transfer shares of voting common stock of Washington Corporation to Washington Corporation in accordance with that certain Stock Redemption Agreement dated December 30, 2002.

5. **Effect of Merger.** At the effective time of the merger, Montana Corporation, as the surviving corporation of the merger, shall succeed to all of the rights, privileges, immunities, powers, and franchises of Washington Corporation, and shall be subject to all the restrictions, limitations and duties that are imposed upon Washington Corporation. All real and personal property of Washington Corporation and all debts owing to Washington Corporation shall be transferred to and vested in Montana Corporation without further act of the parties. Washington Corporation hereby agrees, from time to time, as and when requested by Montana Corporation or by its successors and assigns, to execute and deliver or cause to be executed and delivered all such deeds, bills of sale, assignments and other instruments and to take or cause to be taken such further or other actions as Montana Corporation may deem necessary or desirable in order to vest in and confirm to Montana Corporation title to and possession of any property of Washington Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of Washington Corporation and the proper officers and directors of Montana Corporation are fully authorized in the name of Washington Corporation or otherwise to take any and all such action. All liabilities, debts and other obligations of Washington Corporation shall be assumed by Montana Corporation.

6. **Accounting Matters.** The assets, liabilities and tax attributes, credits and carryovers, as allowed by law, of Washington Corporation as of the effective time of the merger shall be taken up on the books of Montana Corporation in the amounts at which they are carried at that time on the books of Washington Corporation. Washington Corporation shall file one or more final income tax returns for its taxable year ending upon

the effective date of the merger. Any income taxes that are payable for the final taxable year of Washington Corporation shall be paid by Montana Corporation, as the surviving corporation of the merger.

7. **Approval of Shareholders: Filing of Articles of Merger.** This plan of merger shall be submitted to the shareholders of Washington Corporation for approval as required by the applicable provisions of the laws of the State of Washington. This plan of merger does not have to be submitted to any shareholders of Montana Corporation for approval. After adoption and approval of this plan of merger by the shareholders of Washington Corporation, Articles of Merger shall be signed, verified, and delivered for filing with the Washington Secretary of State and the Montana Secretary of State.

8. **Representations and Warranties of Washington Corporation.** Washington Corporation represents and warrants to Montana Corporation as follows:

- (a) Washington Corporation is a valid corporation in good standing under the laws of the State of Washington. Washington Corporation has corporate power to carry on its business as it is now being conducted and is qualified to do business.
- (b) Washington Corporation's capitalization consists of 50,000,000 shares of no par value common stock and 50,000,000 shares of no par value preferred stock of which 3,684,203 shares of common stock are issued and outstanding. Each issued share is validly issued, fully paid and nonassessable. Each outstanding share is entitled to one (1) vote. The number of outstanding shares shall change prior to the effective time of the merger. Effective December 31, 2003, Christopher Dimock and Brent L. Johnson shall each receive a stock grant of 100,000 shares of common stock of Washington Corporation in accordance with the provisions of their Employment and Non-Competition Agreements. Additionally, on or before December 31, 2003, Washington Corporation shall redeem from Gregory D. Green 315,073 shares of common stock in accordance with the provisions of that certain Stock Redemption Agreement dated December 30, 2002.
- (c) Washington Corporation is not in default in any material respect under the terms of any outstanding contract, agreement, lease or other commitment.
- (d) At the effective time of the merger, the implementation of the merger in accordance with this plan will not result in the breach of any provisions or constitute a default under any loan agreement, mortgage, or other agreement to which Washington Corporation is a party.
- (e) Washington Corporation has all licenses, permits and other governmental authorizations sufficient for all businesses that it presently conducts.

9. **Representations and Warranties of Montana Corporation.** Montana

Corporation represents and warrants to Washington Corporation as follows:

- (a) Montana Corporation is a valid corporation in good standing under the laws of the State of Montana. Montana Corporation has corporate power to carry on its business as it is now being conducted and is qualified to do business.
- (b) Montana Corporation's capitalization consists of 50,000,000 shares of no par value voting common stock, 2,500,000 shares of no par value nonvoting common stock, and 50,000,000 shares of no par value preferred stock of which no shares of voting common stock, no shares of nonvoting common stock, and no shares of preferred stock are issued and outstanding.
- (c) Montana Corporation is not in default in any material respect under the terms of any outstanding contract, agreement, lease or other commitment.
- (d) At the effective time of the merger, the implementation of the merger in accordance with this plan will not result in the breach of any provisions or constitute a default under any loan agreement, mortgage or other agreement to which Montana Corporation is a party.

10. **Additional Information.** Washington Corporation and Montana Corporation agree that each corporation will give to the other corporation and its agents full access to all of its property, books, contracts and records, and will furnish answers to any reasonable request for information.

11. **Termination and Abandonment.** This Agreement may be terminated and abandoned at any time before the effective time of the merger, whether before or after adoption or approval of this Agreement by the shareholders of Washington Corporation, under any one or more of the following circumstances:

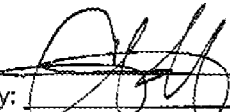
- (a) By the mutual consent of the board of directors of Washington Corporation and Montana Corporation;
- (b) By Washington Corporation if:
 - (1) The representations and warranties of Montana Corporation are not true as of the effective time of the merger;
 - (2) Montana Corporation has not performed all obligations and complied with all covenants required by this Agreement to be performed or complied with by it prior to the effective time of the merger; or
 - (3) There has been a material change in the corporate status of Montana Corporation.
- (c) By Montana Corporation if:

- (1) The representations and warranties of Washington Corporation are not true as of the effective time of the merger;
- (2) Washington Corporation has not performed all obligations and complied with all covenants required by this Agreement to be performed or complied with by it prior to the effective time of the merger; or
- (3) There has been a material change in the corporate status, business, operations or financial condition of Washington Corporation other than changes in the ordinary course of business.

12. **Survival.** The representations and warranties herein contained shall survive the merger of Washington Corporation with and into Montana Corporation.


IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger the day and year first above written.

ONE EIGHTY COMMUNICATIONS, INC.,
a Washington corporation

By: 

Its President and CEO

ONEEIGHTY COMMUNICATIONS, INC.,
a Montana corporation

By: 

Its President and CEO

SECRETARY OF STATE

STATE OF MONTANA
BOB BROWN

PRIORITY

Business Services Bureau
Pat Haffey, Deputy



Montana State Capitol
PO Box 202801
Helena, MT 59620-2801
(406)444-3665
<http://www.state.mt.us/sos/>

MOULTON BELLINGHAM LONGO & MATHER
PC
DUNCAN PEETE
PO BOX 2559
BILLINGS MT 59103 2559

RE: ONEEIGHTY
COMMUNICATIONS, INC.
ARTICLES OF INCORPORATION
Date of Filing: December 19, 2003
Filing Number: DI28837 - 496709

December 22, 2003

Dear Mr. Peete:

I've approved the filing of the documents for the above named entity. The document number and filing date have been recorded on the original document which is filed in our office. This letter serves as your certificate of filing and should be maintained in your files for future reference.

Thank you for giving this office the opportunity to serve you. If you have any questions in this regard, or need additional assistance, please do not hesitate to contact the Business Services Bureau professionals at (406) 444-3665.

Sincerely,

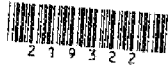
A handwritten signature in black ink that reads "Bob Brown".

Bob Brown
Secretary of State

You can correspond with our office via facsimile. Our fax number is (406) 444-3976. You can now fax in your search, copy, and certificate requests.

TRADEMARK
REEL: 003484 FRAME: 0676

PRIORITY



496709
STATE OF MONTANA
FILED

DEC 19 2003

SECRETARY OF STATE

0.128837

SRK
Paid \$70.00
\$20 Fee

ARTICLES OF INCORPORATION
OF
ONEEIGHTY COMMUNICATIONS, INC.
a Montana corporation

The undersigned, a natural person of legal age, acting as incorporator of a corporation under the Montana Business Corporation Act (Title 35, Chapter 1, *et seq.*, Montana Code Annotated (2001)), adopts the following Articles of Incorporation for such corporation.

ARTICLE 1.

Name

The name of the corporation shall be **OneEighty Communications, Inc.**

ARTICLE 2.

Period of Existence

The period of the existence and duration of the life of this corporation shall be perpetual.

ARTICLE 3.

Purposes

The purposes for which this corporation is formed are the ownership and operation of a business that provides local facilities-based telecommunications services, as well as the ownership and operation of any other business, venture, or enterprise in which the corporation elects to engage, and which is allowed by the laws of the states in which the corporation elects to do business.

ARTICLE 4.

Authorized Shares

4.1 Classes of Stock. The total number of shares that the corporation is authorized to issue is 102,500,000, without par value. Such shares shall be divided into three classes, designated as follows: (a) 50,000,000 shares shall be Voting Common Stock; (b) 2,500,000 shares shall be Nonvoting Common Stock; and (c) 50,000,000 shares shall be Preferred Stock. The Voting Common Stock and the Nonvoting Common Stock shall hereinafter collectively be called the "Common Stock."

4.2 Preferences, Limitations, and Relative Rights of Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. In accordance with Section 35-1-619 of the Montana Code Annotated, the Board of Directors of the corporation is expressly authorized to determine the designation of any series, to fix the number of shares of

Gregory D. Green

4001 South Sunderland
Spokane, Washington 99220

ARTICLE 9.

Directors' Liability

No director of the corporation shall have or be subject to any personal liability to the corporation or its shareholders for monetary damages for any actions taken, or any failure to take any action, as a director, except as otherwise specifically provided by the Montana Business Corporation Act.


ARTICLE 10.

Incorporator

The name and address of the incorporator is as follows:

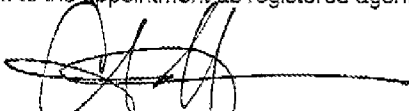
| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Duncan A. Peete | P.O. Box 2559 Billings, Montana 59103-2559 |

DATED this 19th day of December, 2003.



 DUNCAN A. PEETE

By my signature below, I consent to the appointment as registered agent for OneEighty Communications, Inc.



 CHRISTOPHER DIMOCK

STATE OF MONTANA)
 : ss.
 County of Yellowstone)

On this _____ day of _____, 2003, before me, the undersigned Notary Public for the State of Montana, personally appeared DUNCAN A. PEETE, known to me to be the

person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year first above written.

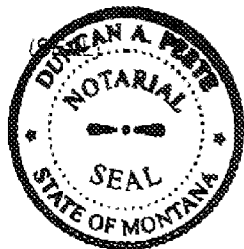


Sonya M. Anderson
Print Name: Sonya Anderson
Notary Public for the State of Montana
Residing at Broadview, Montana
My Commission expires: 07/30/2005

STATE OF MONTANA)
) ss.
County of Yellowstone)

On this 19th day of December, 2003, before me, the undersigned, a Notary Public for the State of Montana, personally appeared CHRISTOPHER DIMOCK, known to me to be the registered agent for the above corporation, and acknowledged to me that he executed the within instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year first above written.



Duncan A. Peete
Print Name: Duncan A. Peete
Notary Public for the State of Montana
Residing at Billings, Montana
My Commission expires: 07/18/2007

PRUsers\GAP\Dimock\Articles of Incorporation

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STATE OF MONTANA

Office of the Secretary of State
I hereby certify this is a true and
correct copy, consisting of pages,
as taken from the original on file in this
office. Originality of this certification can
be determined by the color blue.

DATED: 1/20/07 *Brad Johnson*
BY: [Signature] *Brad Johnson*
Secretary of State