

EXHIBIT 1

State of Minnesota

SECRETARY OF STATE

Certificate of Organization

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Organization, duly signed, have been filed on this date in the Office of the Secretary of State, for the organization of the following limited liability company, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This limited liability company is now legally organized under the laws of Minnesota.

Name: GALAXY TELECOMMUNICATIONS, LLC

Charter Number: 14193-LLC

Chapter Formed Under: 322B

This certificate has been issued on 10/09 1999.



Mary Kiffmeyer
Secretary of State.

ARTICLES OF ORGANIZATION OF GALAXY TELECOMMUNICATIONS, LLC

The undersigned organizer, being a natural person of 18 years of age or older, in order to form a limited liability company under the provisions of Minnesota Statues, Chapter 322B, hereby adopts the following Articles of Organization:

ARTICLE I

NAME AND REGISTERED OFFICE

je

1.01 Name. The name of this limited liability company is GALAXY TELECOMMUNICATIONS, LLC.

1.02 Registered Office. The location and mailing address of the registered office of this limited liability company in the State of Minnesota is 111 South Broadway, Suite 301. Rochester, MN 55904.

ARTICLE II

MEMBERS AND MEMBERSHIP INTERESTS

2.01 Membership Interests. The membership interests of this limited liability company shall be ordinary membership interests entitled to vote as provided by law consisting of one class, without series, with equal rights and preferences in all matters unless and until separate classes and/or series of membership interests are authorized by the Board of Governors pursuant to Section 2.02 of these Articles of Organization.

2.02 Classes and Series of Membership Interests. The Board of Governors of this limited liability company may, from time to time, establish by resolution different classes and/or series of membership interests and may fix the rights and preferences of said membership interests in any class or series.

2.03 Preemptive Rights. No member of this limited liability company shall have any of the preemptive rights provided in Minn. Stat. Section 322B.33.

2.04 Cumulative Voting. No member of this limited liability company shall have the right to cumulate his, her or its votes in the election of governors or for any other purpose whatsoever.

2.05 Transfer of Governance Rights. A member may assign and transfer his, her or its governance rights with less than unanimous consent of the members of this limited liability company if and to the extent permitted in a member control agreement.

MINUTES OF THE FIRST MEETING OF
THE BOARD OF GOVERNORS OF
GALAXY TELECOMMUNICATIONS, LLC

The undersigned, being all of the Governors of GALAXY TELECOMMUNICATIONS, LLC, a Minnesota limited liability company, who are named as first Governors in the Record of Action of the Organizer of the company dated December 9, 1999, which has been placed in the minute book preceding these minutes, and constituting a quorum of the Board of Governors of said Company, held the first meeting at the offices of the Company in Rochester, Minnesota, on the 9th day of December, 1999 at 10:00 A.M.

The following Governors of the Company were present:

A. E. Birdseye
Donald Soderberg
Andrew Chafoulas
Carl George
Michael Blake
Al Carlberg
Clement LeGault

Upon motion and by unanimous vote, _____ was elected temporary Chairman and

_____ was elected temporary Secretary of the meeting.

The Chairman announced that the meeting was held pursuant to a Written Consent and Waiver of Notice signed by the Board of Governors of the Company named as such in the Record of Action of the Organizer; such Waiver and Consent was presented to the meeting and, upon motion duly made, seconded and unanimously carried, was made a part of the records of the meeting and now precedes the minutes of this meeting in the minute book of the Company.

The Chairman stated that the original Articles of Organization of the Company had been filed in the office of the Minnesota Secretary of State on December 9, 1999. The Chairman presented to the meeting a certified copy of said Articles of Organization which were unanimously approved by the Board of Governors and the Secretary was instructed to insert the Articles in the minute book of the Company.

The matter of the adoption of the Operating Agreement for the regulation of the Company was next considered. The Secretary presented to the meeting a form of Operating Agreement which Operating Agreement was duly considered and discussed. Upon motion duly made, seconded and unanimously carried, the following resolutions were adopted:

RESOLVED, that the Operating Agreement presented to this meeting and discussed be and the same is hereby approved and adopted as the Operating Agreement of the Company.

RESOLVED FURTHER, that the Secretary of this Company be and he hereby is directed to execute a certificate of adoption of said Operating Agreement and to insert said Operating Agreement as so certified in the minute book of the Company in the place provided therefor.

The matter of the adoption of the Member Control Agreement was next considered. The Secretary presented to the meeting a form of Member Control Agreement which Member Control Agreement was duly considered and discussed. Upon motion duly made, seconded and unanimously carried, the following resolutions were adopted:

RESOLVED, that the Member Control Agreement presented to this meeting and discussed be and the same is hereby approved and adopted as the Member Control Agreement of the Company.

RESOLVED FURTHER, that the Secretary of this Company be and he hereby is directed to execute a certificate of adoption of said Member Control Agreement and to insert said Member Control Agreement as so certified in the minute book of the Company in the place provided therefor.

After some discussion, upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that the Company hereby accepts the Contribution Agreements of A. E. Birdseye, Donald Soderberg, Andrew Chafoulias, Carl George, Michael Blake, Al Carlberg and Clement LeGault and that the Company issue units of one class, common, and one series, voting, to the aforementioned persons in the following amounts:

A. E. Birdseye	100 units
Donald Soderberg	100 units
Andrew Chafoulias	100 units
Carl George	100 units
Michael Blake	100 units
Al Carlberg	250 units
Clement LeGault	250 units

RESOLVED FURTHER, that the Financial Rights and Governance Rights of the Members shall be as specified in Schedule A of the Member Control Agreement, to-wit:

	<u>Financial Rights</u>	<u>Governance Rights</u>	<u>Units</u>
A. E. Birdseye	10%	10%	100
Donald Soderberg	10%	10%	100
Andrew Chafoulias	10%	10%	100
Carl George	10%	10%	100
Michael Blake	10%	10%	100
Al Carlberg	25%	25%	250
Clement LeGault	25%	25%	250

RESOLVED FURTHER, that the value of the contribution of each Member shall be as stated in the Contribution Agreement of each member and/or as valued on Schedule "A" to the Member Control Agreement.

After some discussion, upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that the acts and contracts of the organizer of this Company pertaining to the organization of this Company are hereby ratified and approved, and the Managers of this Company are authorized and directed to pay the expenses of organization and to reimburse the persons advancing funds to the Company for this

purpose.

The meeting proceeded to the election of Managers of the Company.

The following persons were duly elected to the offices indicated after their names, and their salaries were set as follows:

_____	President (Chief Manager)	\$
_____	Vice President	\$
_____	Secretary	\$
_____	Treasurer	\$

Each accepted their respective office, and thereafter the President presided at the meeting as Chairman and the Secretary recorded the minutes.

The Chairman stated that it would be desirable to authorize a Company bank account with _____ After discussion, upon motion duly made, seconded and unanimously carried, the following resolutions were adopted:

RESOLVED, that this organization establish one or more deposit accounts with _____ upon such terms as may be agreed upon with that bank and that the President and Treasurer of this organization are authorized to establish such an account.

RESOLVED FURTHER, that _____ are authorized to draw checks on that account, signed, as provided herein with signatures certified to the bank by the Secretary of this organization. The bank is authorized to honor and pay all checks so signed, including those drawn to the order of any manager or any person authorized to sign them.

The President next proposed that it would be advisable for the Company to establish the Company's fiscal year. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the fiscal year of this Company shall end on December 31 of each year.

The President then stated that it would be appropriate to establish the date the Company would commence doing business. After noting that everything appeared to be in order to commence business, and after further discussion, upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that this Company commence doing business the 9th day of December, 1999.

There being no further business to come before the meeting, on motion duly made, seconded and unanimously carried, the meeting was adjourned.

IN WITNESS WHEREOF, the undersigned, being all of the Governors of the Company, hereby subscribe their names.

A. E. Birdseye

Donald Soderberg

Andrew Chafoulias

Carl George

Michael Blake

Al Carlberg

Clement LeGault

RECORD OF ACTION OF THE ORGANIZER

OF

GALAXY TELECOMMUNICATIONS, LLC

INASMUCH as Minnesota Statutes, Section 322B.60 provides that the organizer of a limited liability company may, by written action, elect the first board of governors of the company,

NOW, THEREFORE, the undersigned, being the organizer of GALAXY TELECOMMUNICATIONS, LLC records that effective the 9th day of December, 1999, he hereby elects the following persons as governors of the company to serve until the next regular meeting of members and until their successors shall have been elected and shall have qualified:

A. E. Birdseye
Donald Soderberg
Andrew Chafoulias
Carl George
Michael Blake
Al Carlberg
Clement LeGault



Craig W. Wendland

14190-LLC

AMENDMENT TO THE
ARTICLES OF ORGANIZATION
OF
GALAXY TELECOMMUNICATIONS, LLC

I, the undersigned Organizer of GALAXY TELECOMMUNICATIONS, LLC, a limited liability company subject to the provisions of Chapter 322B Minnesota Statutes, do hereby certify that the resolutions as hereinafter set forth were adopted by the unanimous written authorization of the members and governors of this Company on January 31, 2000.

"RESOLVED, that Article I. of the Articles of Organization of this Company dated December 8, 1999, as same may have been amended from time to time, be amended vacated, abrogated and repealed and replaced with amended Article I. to read as follows:

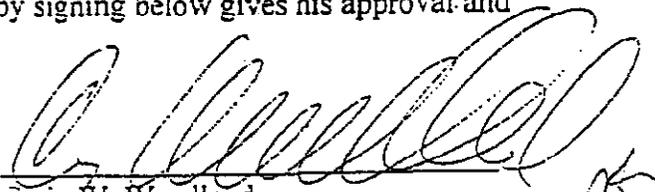
ARTICLE I.

NAME AND REGISTERED OFFICE

1.01 Name. The name of this limited liability company is RapTel Communications, LLC. ✓ PD

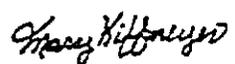
1.02 Registered Office. The location and mailing address of the registered office of this limited liability company in the State of Minnesota is 111 South Broadway, Suite 301, Rochester, MN 55904.

IN WITNESS WHEREOF, the undersigned by signing below gives his approval and ratification to such action.


Craig W. Wendland PD

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

FEB - 2 2000


Secretary of State

JOINT WRITTEN RECORD OF ACTION IN LIEU OF
A MEETING OF THE GOVERNORS AND MEMBERS OF
GALAXY TELECOMMUNICATIONS, LLC

The undersigned, being all of the governors and members of GALAXY TELECOMMUNICATIONS, LLC do hereby certify that the following is a written record of action as permitted by Minnesota Statutes effective as of January 31, 2000.

1. RESOLVED, that the governors and members of this Company hereby recommend, approve and adopt the proposed Amendment to the Articles of Organization of this Company ("Amendment") and hereby authorize and direct Craig W. Wendland, as attorney for the Company and as organizer of the Company, to execute the Amendment and send same to the appropriate office for filing.

IN WITNESS WHEREOF, the undersigned by signing below give their approval and ratification to such action.

A. E. Birdseye

Donald Soderberg

Andrew Chafoulias

Carl George

Michael Blake

Al Carlberg

Clement LeGault

Form **LLC-45.5**

January 1999

**Illinois
Limited Liability Company Act**

Application for Admission to Transact Business

This space for use by
Secretary of State

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 359, Howlett Building
Springfield, IL 62758
http://www.sos.state.il.us

Submit in Duplicate
Must be typewritten

This space for use by Secretary of State

Date 05 12 2000
Assigned File # 0041 469 7
Filing Fee \$400.00
Penalty LB
Approved:

FILED

MAY 12, 2000

LIMITED LIABILITY CO. DIV.
JESSE WHITE
SECRETARY OF STATE

PAID

MAY 12, 2000

Payment must be made by certified
check, cashier's check, Illinois
Attorney's C.P.A.'s check or money or-
der, payable to "Secretary of State."

Limited Liability Company name: RapTel Communications, LLC
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)

The assumed name, other than the true company name, under which the LLC proposes to transact
business in Illinois is: N/A
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this
application.)

Federal Employer Identification Number (F.E.I.N.): 41-1956959

Jurisdiction of Organization: Minnesota

Date of Organization: 12-09-99

Period of Duration: Perpetual
(See #14 on back)

The address, including county, of the office required to be maintained in the jurisdiction of its
organization, or if not required, of the principal place of business (Post office box alone and c/o are
unacceptable):

111 South Broadway Suite 301
(Number) (Street) (Suite)
Rochester, MN 55904
(City/State) (ZIP Code) (County)

Registered agent: CT Corporation System
(First name) (Middle Name) (Last Name)

Registered Office: c/o CT Corporation System, 208 South LaSalle Street
(Number) (Street) (Suite #)

(P.O. Box or c/o Chicago Cook Illinois 60604
are unacceptable) (City) (County) (ZIP Code)

The date on which this foreign LLC first did business in Illinois: N/A

2). The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065). 513300

Engage in the wholesale purchase and resale of telecommunication services and activities related thereto

1. The limited liability company is managed by:
 - manager(s)
 - vested in member(s)
2. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.
3. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.
4. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.
5. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated 5-3, 2000
(Month/Day) (Year)

Clement Legault
(Signature)
(Signature must comply with Section 5-45 of ILLCA)

Clement Legault, MANAGER
(Type name and title)

*(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

*Please refer to Sections 178.20(d) and (e) of the Administrative Rules

LLC-17.4

IL061 - 3/17/00 CT System Online