

ATTACHMENT A

ARTICLES OF INCORPORATION AND

FOREIGN CORPORATION AUTHORITY TO CONDUCT BUSINESS IN ILLINOIS

CERTIFICATE OF INCORPORATION
OF
FUTUR TELECOM AMERICA, INC.

FIRST: The name of the Corporation is **FUTUR TELECOM AMERICA, INC.**

SECOND: The registered office of the Corporation in the State of Delaware is at 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801, and its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is three thousand (3000) shares of Common Stock, no par value per share, all of which shall be of the same class.

FIFTH: The name and mailing address of the Incorporator is:

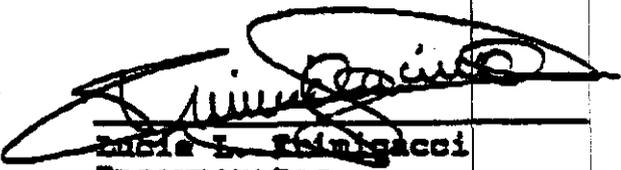
Lucis L. Frimigacci
c/o Martin & Maynardier
324 East 51st Street
New York, New York 10022

SIXTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except as otherwise provided by the Delaware General Corporation Law as the same exists or may hereafter be amended.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision set forth in this Certificate of Incorporation in the manner now or hereafter prescribed by law.

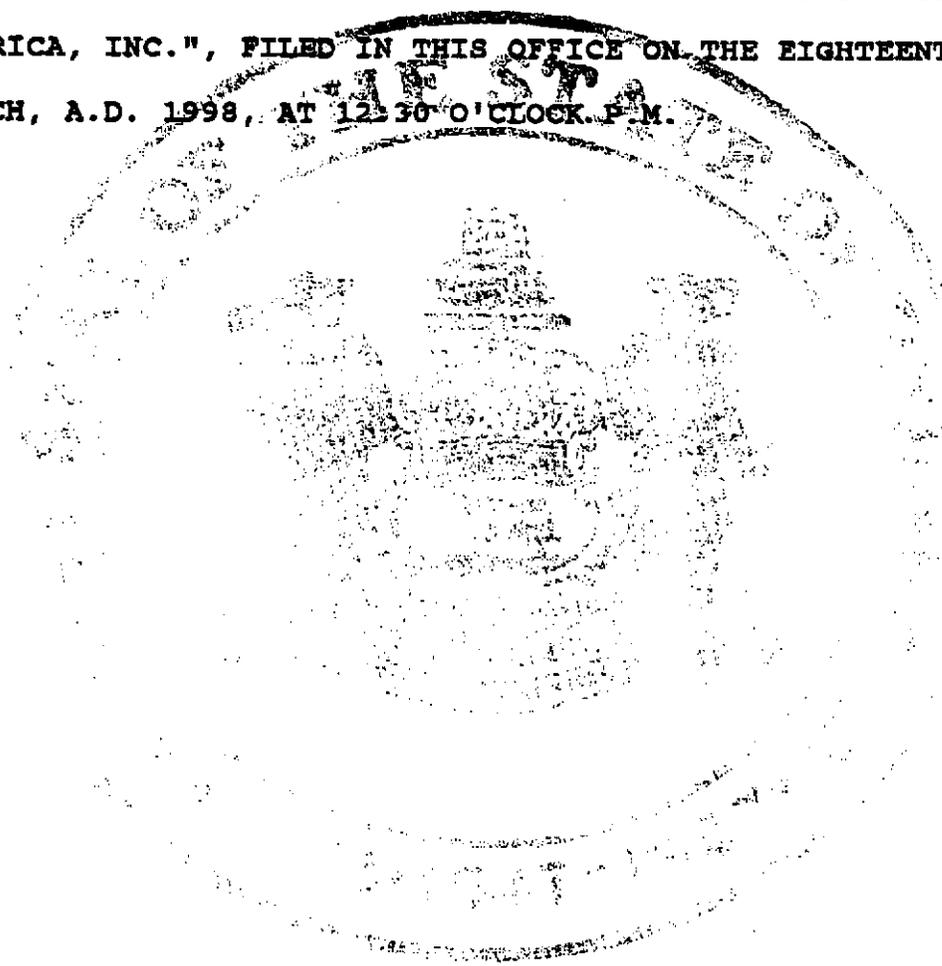
EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.

I, the undersigned, being the Incorporator, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate of Incorporation, do certify that the facts herein stated are true, and accordingly, have hereto set my hand this 18th day of March 1998.


Lucie L. Feinbacci
Incorporator

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "FUTUR TELECOM AMERICA, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF MARCH, A.D. 1998, AT 12:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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981103360

AUTHENTICATION:

DATE:

8977738

03-18-98

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
FUTUR TELECOM AMERICA, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 22ND day of SEPTEMBER A.D. 2000 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State