

Exhibit 1
Certificate of Incorporation
& Foreign Business Authorization

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 26th day of September, 19 90

NORTH COUNTY COMMUNICATIONS CORPORATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

July 14, 2000



Bill Jones

Secretary of State

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File Number 6128-192-4

COPY

State of Illinois Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF NORTH COUNTY COMMUNICATIONS CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA 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 13TH day of OCTOBER A.D. 2000 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

C-212.9

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

Telecommunications

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		No Par Value	10,000	1,000

9. Paid-in Capital: \$10,000.00
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

- 10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 100,000.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 5,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 2,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 100,000

11. Interrogatories: (Important - this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Principal
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 1000
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois.

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated Sept 15, 2000, 2000 North County Communications Corp
(Month & Day) (Year) (Exact Name of Corporation)

attested by _____ by Todd Lesser
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
(Type or Print Name and Title) (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).