

**Exhibit 2**  
**Articles of Incorporation**

State of Minnesota

8635

**SECRETARY OF STATE**

CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Minnesota Power Telecom, Inc.

Corporate Charter Number: 9T-399

Chapter Formed Under: 302A

This certificate has been issued on 07/28/1997.



*Joan Anderson Grove*  
Secretary of State.

97-399

6636

ARTICLES OF INCORPORATION  
OF  
MINNESOTA POWER TELECOM, INC.

30 West Superior Street  
Duluth, Minnesota

The undersigned Incorporator, being a natural person of full age, for the purpose of forming a corporation under and pursuant to the Minnesota Business Corporation Act, Chapter 302A, Minnesota Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I  
Name

The name of this corporation shall be Minnesota Power Telecom, Inc.

ARTICLE II  
Registered Office

The registered office of this Corporation is located at 30 West Superior Street, Duluth, Minnesota 55802.

ARTICLE III  
Purpose

This Corporation shall have general business purposes to carry on any business activity which is lawfully permitted under the laws of the State of Minnesota. This Corporation's powers are to be construed liberally as may be necessary or convenient to effect the Corporation's general business purposes.

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ARTICLE IV  
Duration

The duration of this Corporation shall be perpetual.

ARTICLE V  
Stock

The aggregate number of shares which this Corporation shall have authority to issue is one thousand (1000) shares. The Board of Directors may, from time to time, establish by resolution different classes or series of shares and may fix the rights and preferences of said shares in any class or series. The Board of Directors shall have authority to issue shares of a class or series to holders of shares of another class or series to effectuate share dividends, splits, or conversion of its outstanding shares.

ARTICLE VI  
Preemptive Rights

No shareholder of the Corporation shall have any preemptive rights.

ARTICLE VII  
Cumulative Voting

No shareholder shall be entitled to any cumulative voting rights.

ARTICLE VIII  
Board

The management of this Corporation shall be vested in a Board of Directors, the number of which shall be fixed from time to time exclusively by the Board of Directors, but the number of directors shall be no less than five (5) and no greater than eleven (11), and no decrease shall have the effect of shortening the term of any incumbent director. Directors shall be elected annually by the shareholders by ballot, by a majority vote of all the outstanding stock entitled to vote, to hold office until their successors are elected and qualify.

Vacancies in the Board of Directors or in any office may be filled by the Board in any meeting.

The power to adopt, amend or repeal the Bylaws of this Corporation is vested in the Board of Directors.

The Board of Directors may designate two or more of their number to constitute an Executive Committee, which shall have and exercise the authority of the Board in the management of the business of the Corporation, except that such Executive Committee shall not have the power to fill the vacancies in the Board, the power to amend, alter or repeal the Bylaws, or the power to change the membership or fill vacancies in said Committee. Any such Executive Committee shall act only in the interval between meetings of the Board, and shall be subject at all times to the control and direction of the Board. The Board shall have the power at any time to change the membership of such Committee and to fill vacancies in it. A majority of the members of said Committee shall constitute a quorum.

#### ARTICLE IX Amendments

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law.

#### ARTICLE X Incorporation

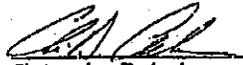
The name and address of the incorporator of the Corporation is as follows:

Christopher D. Anderson  
30 West Superior Street  
Duluth, Minnesota

6639

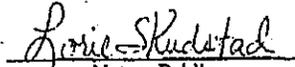
IN TESTIMONY WHEREOF, the said incorporator has executed these Articles of Incorporation the 22nd day of July, 1997.

INCORPORATOR

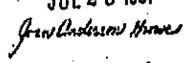
  
Christopher D. Anderson

STATE OF MINNESOTA )  
                                  ) ss.  
COUNTY OF ST. LOUIS )

On this 22nd day of July, 1997, before me a Notary Public, within and for said County, personally appeared Christopher D. Anderson, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

  
Notary Public



STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED  
JUL 28 1997  
  
Secretary of State

97-309

State of Minnesota

**SECRETARY OF STATE**

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 303

State of Formation and Names of Merging Entities:

MN: E1. VENTIS, INC.

MN: MINNESOTA POWER TELECOM, INC.

State of Formation and Name of Surviving Entity:

MN: MINNESOTA POWER TELECOM, INC.

Effective Date of Merger: February 7, 2002

Name of Surviving Entity After Effective Date of Merger:

ENVENTIS TELECOM, INC.

This certificate has been issued on: February 7, 2002.



*Mary Kiffmeyer*  
Secretary of State.

ARTICLES OF MERGER

EVENTIS, INC.  
(a Minnesota corporation)

97-399

with and into

MINNESOTA POWER TELECOM, INC.  
(a Minnesota corporation)

Pursuant to Section 302A.621 of Chapter 302A of the Minnesota Statutes, the Minnesota Business Corporation Act, the undersigned corporations, Eventis, Inc., a Minnesota corporation (the "Merging Corporation") and Minnesota Power Telecom, Inc., a Minnesota corporation (the "Surviving Corporation" and together with the Merging Corporation, the "Constituent Corporations"), hereby adopt the following Articles of Merger.

**FIRST:** The names of the corporations participating in the merger and the states under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Minnesota Power Telecom, Inc.	Minnesota
Eventis, Inc.	Minnesota

**SECOND:** The Surviving Corporation is Minnesota Power Telecom, Inc., and such corporation shall continue to be governed by the laws of the State of Minnesota.

**THIRD:** Minnesota Power Telecom, Inc. owns 100 shares, or 100% of the issued and outstanding Capital Stock of the Merging Corporation.

**FOURTH:** Pursuant to Section 302A.621, Subd. 3, no meeting is required where the Merging Corporation has only one parent shareholder.

**FIFTH:** The number of issued and outstanding shares of capital stock of Minnesota Power Telecom, Inc. is 100 shares. The number of issued and outstanding shares of capital stock of the Merging Corporation is 100 shares.

**SIXTH:** Upon the effective date of the merger, the name of the Surviving Corporation shall be changed to Eventis Telecom, Inc.

**SEVENTH:** The Plan of Merger as set forth for filing with the Minnesota Secretary of State is the Plan of Merger attached hereto as Exhibit A and such plan has been approved, adopted, certified, executed and acknowledged by the affirmative majority vote of the directors of the Surviving Corporation in accordance with the requirements of the Minnesota Business Corporation Act, Chapter 302A of the Minnesota Statutes, inclusive of Section 621 of such Chapter.

Articles of Merger

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IN WITNESS WHEREOF, these Articles of Merger have been executed by the  
Surviving Corporation this 1st day of February, 2002.

MINNESOTA POWER TELECOM, INC.

By



Robert J. Adams  
Its: Chief Executive Officer

EXHIBIT A  
TO ARTICLES OF MERGER

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") dated as of February 1, 2002, by and between Enventis, Inc., a Minnesota corporation (hereinafter referred to as the "Merging Corporation") and Minnesota Power Telecom, Inc., a Minnesota corporation (hereinafter referred to as the "Surviving Corporation" and, together with the Merging Corporation, the "Constituent Corporations").

RECITALS

A. The Merging Corporation is a corporation duly organized and existing under the laws of the State of Minnesota, and is a wholly-owned subsidiary of the Surviving Corporation; and

B. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Minnesota; and

C. The Board of Directors of the Surviving Corporation deems it advisable to merge the Merging Corporation with and into the Surviving Corporation under the terms, and subject to the conditions hereinafter set forth. The Surviving Corporation has approved this Plan pursuant to and in accordance with Chapter 302A 621 of the Minnesota Statutes, which permits such merger; and

D. The terms and conditions of such merger (the "Merger"), the mode of carrying the same into effect, the assumption of liabilities of the Merging Corporation by the Surviving Corporation, the conversion and exchange of the Merging Corporation's stock, the name of the Surviving Corporation to be effective upon the Merger, and such other facts, details or provisions as may be required or permitted to be stated in this Plan are hereinbelow set forth.

NOW, THEREFORE, in consideration of the foregoing recitals, and of the mutual agreements, covenants and provisions herein contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Corporations, by their respective Boards of Directors, do hereby agree as follows:

ARTICLE I

THE MERGER

Section 1.1. Subject to, and in accordance with, the provisions of this Plan, the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with the applicable provisions of the Minnesota Business Corporation Act, and the Articles of Merger shall be executed by the Surviving Corporation, and hereafter delivered to the Secretary of State of the State of Minnesota for filing. The Merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of the State of Minnesota. Upon the Merger

becoming effective in the State of Minnesota (the "Effective Time"), the Merging Corporation shall be merged with and into the Surviving Corporation, and the separate existence of the Merging Corporation shall cease. The Surviving Corporation shall be the surviving corporation and shall continue its corporate existence under the laws of the State of Minnesota.

Section 1.2 Upon the Effective Time, the name of the Surviving Corporation shall be changed to "Conventis Television, Inc."

Section 1.3 Prior to and after the Effective Time, the Surviving Corporation shall take all such actions as may be necessary or appropriate in order to effectuate the Merger. If at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Plan and to vest the Surviving Corporation with full title to all properties, assets, rights or interests of the Constituent Corporations, the officers of each of the Constituent Corporations, as of or after the Effective Time, shall take all such further actions as deemed by them to be necessary or proper in the circumstances.

## ARTICLE II

### CONVERSION AND EXCHANGE OF SHARES

At and as of the Effective Time:

Section 2.1 The Merging Corporation's stock shall be extinguished.

## ARTICLE III

### RIGHTS AND LIABILITIES OF SURVIVING CORPORATION

Section 3.1 Upon and after the Effective Time, the Surviving Corporation shall succeed to and possess all of the rights, interests, privileges, immunities and franchises, of a public as well as of a private nature, of the Merging Corporation. All property (real, personal and mixed) and all debts due on any account, including subscriptions for shares, and all other causes of action, and every other interest of, belonging or due to the Merging Corporation shall vest in and be held by the Surviving Corporation, without any further act or deed as fully and entirely without change as if the same were held and enjoyed by the Merging Corporation, and shall be managed and controlled by the Surviving Corporation.

Section 3.2 The Surviving Corporation shall be responsible and liable for all of the debts, liabilities, duties and obligations of the Merging Corporation, and any existing claim of or against, or any action pending by or against the Merging Corporation may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merging Corporation. Neither the rights of creditors (including secured creditors) nor any liens upon the property of the Merging Corporation shall be impaired by the Merger.

#### ARTICLE IV

##### NAME, CERTIFICATE OF INCORPORATION, BYLAWS, OFFICERS AND DIRECTORS OF THE SURVIVING CORPORATION

Section 4.1 The name of the Surviving Corporation shall be Events Telecom, Inc.

Section 4.2 Upon and after the Effective Time, the Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of Incorporation of the Surviving Corporation.

Section 4.3 Upon and after the Effective Time, the Bylaws of the Surviving Corporation, as existing and constituted immediately prior to the Effective Time, shall remain the Bylaws of the Surviving Corporation until thereafter amended as provided therein or by law.

Section 4.4 Upon and after the Effective Time, the officers of the Surviving Corporation holding office immediately prior to the Effective Time, shall be the officers of the Surviving Corporation and shall hold such offices subject to the provisions of the laws of the State of Minnesota and the Articles of Incorporation and Bylaws of the Surviving Corporation, as set forth above.

Section 4.5 Upon and after the Effective Time, the members of the Board of Directors of the Surviving Corporation shall be the Board of Directors of the Surviving Corporation in office at the Effective Time, who shall hold such office subject to the provisions of the laws of the State of Minnesota and the Articles of Incorporation and Bylaws of the Surviving Corporation, as set forth above.

#### ARTICLE V

##### CONDITIONS OF THE MERGER

Consummation of the Merger is subject to the satisfaction of the following conditions:

(a) The Merger shall have received the approval of the Board of Directors of the Surviving Corporation, as the sole shareholder of the Merging Corporation.

(b) All necessary documents shall have been properly executed, filed and recorded, and all such acts and things required to accomplish the Merger, in accordance with the requirements of the Agreement and the laws of the State of Minnesota.

(c) Resolutions shall have been adopted by the Board of Directors of the Surviving Corporation, approving this Plan and directing appropriate filings with the Secretary of State of the State of Minnesota.

(d) Any other requisite statutory or regulatory approvals shall have been obtained.

ARTICLE VI

MISCELLANEOUS

Section 6.1 This Plan may be terminated and the Merger and other transactions herein provided for abandoned by the Surviving Corporation at any time prior to the Effective Time of the Merger.

Section 6.2 The headings set forth herein are inserted for convenience of reference only and are not intended to be part of, or to affect the meaning or interpretation of, this Plan.

Section 6.3 This Plan shall be governed by, and construed in accordance with, the laws of the State of Minnesota.

IN WITNESS WHEREOF, the Surviving Corporation, pursuant to approval and authorization duly given by resolutions adopted by its Board of Directors, has caused this Plan to be executed by an authorized officer as of February 1, 2002.

MINNESOTA POWER TELECOM, INC.

By Robert J. Adams  
Robert J. Adams  
Its: Chief Executive Officer

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

FEB 07 2002

Mary Hoffmeyer  
Secretary of State M