

STATE OF MISSOURI . . . OFFICE OF SECRETARY OF STATE
REBECCA COOK, Secretary of State

ARTICLES OF INCORPORATION

Honorable Rebecca Cook
Secretary of State
State of Missouri
Jefferson City, Missouri 65101

The undersigned natural person(s) of the age of twenty-one (21) years or more for the purpose of forming a corporation under The General and Business Corporation Law of Missouri adopt the following Articles of Incorporation:

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

OCT 4 1995

Article One

The name of the corporation is:

THE PAGER COMPANY

Article Two

The address, including street and number, if any, of the corporation's initial registered office in this state is: 9237 Ward Parkway, Suite 330, Kansas City, Missouri 64114, and the name of its initial agent at such address is: Steven J. Block.

Rebecca McDowell Cook
SECRETARY OF STATE

Article Three

The aggregate number, class and par value of shares which the corporation shall have authority to issue shall be: Thirty Thousand (30,000), all of which shall be common shares and shall have a par value of One Dollar (\$1.00) per share.

Article Four

The number and class of shares to be issued before the corporation shall commence business, the consideration to be paid therefor and the capital with which the corporation will commence business are as follows:

<u>No. of Shares</u>	<u>Class</u>	<u>Consideration to be Paid</u>	<u>Par Value</u>
500	Common	\$500.00	\$1.00 per share

Article Five

There shall be no preemptive right of a shareholder to acquire additional shares of stock in the corporation.

Article Six

The name and place of residence of the incorporator is as follows: Steven J. Block, 12535 Flint, Overland Park, Kansas 66213. The powers of the incorporator are to terminate upon designation of the initial directors of the corporation.

Article Seven

The number of directors to constitute the first Board of Directors shall be one, thereafter, the number of directors shall be fixed by, or in the manner provided in, the By-Laws of the corporation, and any changes in the number of directors constituting the Board of Directors shall be reported to the Secretary of State within thirty (30) days of such change.

Article Eight

The duration of the corporation is perpetual.

Article Nine

The corporation is formed for the following purposes:

This organization is organized for profit and the nature of its business and the purposes for which it is formed are as follows:

To acquire, by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the corporation.

To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.

To buy or otherwise acquire, own, hold, lease, sell or otherwise dispose of, and to mortgage or otherwise encumber real property and personal property of all kinds.

To own, hold, and construct buildings and structures of all types, and to buy, sell, lease, own, manage, operate, maintain, repair, restore, and rebuild the same.

To purchase, take, and lease, or exchange or hire or otherwise acquire real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, operate, hold, sell or otherwise dispose of businesses or ventures of every character and description.

To borrow money and for such purposes to execute notes, bonds, debentures or any other form of evidence of indebtedness, and to secure the payment of the same by mortgage, deed of trust, or other form of encumbrance, pledge or other form of hypothecation.

To execute deeds, mortgages, deeds of trust, contracts and other types of written instruments.

To loan or otherwise invest its funds, from time to time, secured or unsecured, for such time and upon such terms and conditions as its Boards of Directors may authorize.

To buy or otherwise acquire, sell or otherwise dispose of, pledge or otherwise hypothecate stocks, bonds, notes, debentures, accounts receivable, and all other type of securities, evidences of indebtedness or chooses in action, whether issued by this company or any other corporation, and while owner thereof, to exercise any rights and privileges of ownership pertaining thereto.

To have and to exercise all powers necessary or incident to carrying out its corporate purposes; to exercise all other powers permitted by law, and to possess and enjoy all rights and powers which now or at any time hereafter may be granted to or exercised by a corporation of this character.

To engage in the sale of electronic and telecommunications equipment and services and all other ancillary and related activities thereto.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 25 day of SEPTEMBER, 1995.

[Signature]
Steven J. Block

STATE OF Missouri)
COUNTY OF Jackson) SS.

The undersigned, a Notary Public, does hereby certify that on the 25th day of September, 1995, personally appeared before me, STEVEN J. BLOCK, who being by me first duly sworn, declared that he/she is the person who signed the foregoing instrument as incorporator, and that the statements therein contained are true.

[Signature]
Notary Public

My Commission Expires:

65092
TERESA A HOUSTON
NOTARY PUBLIC STATE OF MISSOURI
JACKSON COUNTY
MY COMMISSION EXP. FEB. 15, 1997

FILED AND CERTIFICATE OF
INCORPORATION ISSUED
OCT 4 1995

[Signature]
REBECCA McDONNELL COOK
SECRETARY OF STATE

No. 00417098

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF INCORPORATION

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
THE PAGER COMPANY

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE
REQUIREMENTS OF GENERAL AND BUSINESS CORPORATION LAW;

NOW, THEREFORE, I, REBECCA McDOWELL COOK, SECRETARY OF STATE
OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN
ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY
CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO
ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER
THE GENERAL AND BUSINESS CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
4TH DAY OF OCTOBER, 1995.

Rebecca McDowell Cook

Secretary of State



\$58.00

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF AMENDMENT

WHEREAS,

Yourtel America, Inc.
00417098

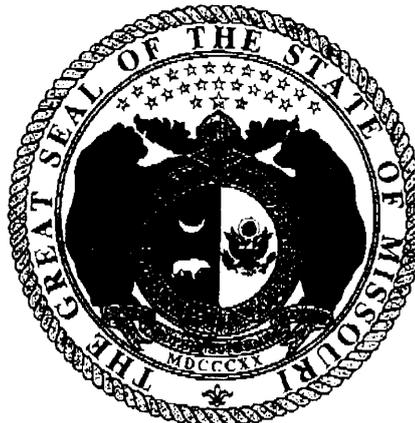
Formerly,

THE PAGER COMPANY

A corporation organized under The General and Business Corporations Law has delivered to me a Certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The General Business Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
7th day of December, 2006.

Robin Carnahan
Secretary of State



**OFFICE OF THE SECRETARY OF STATE**

JESSE WHITE • Secretary of State

MAY 1, 2009

6659-410-6

LAW OFFICES OF STEVEN J. BLOCK
STEVEN J BLOCK
9233 WARD PKWY STE 175
KANSAS CITY, MO 64114

RE YOURTEL AMERICA, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

TRANSACTION FOR AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS Business Corporation Act

FILED

MAY - 1 2009

JESSE WHITE SECRETARY OF STATE

Jesse White, Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-1834 www.cyberdriveillinois.com

Remit payment in the form of a cashier's check, certified check, money order or an Illinois attorney's or CPA's check payable to the Secretary of State.

6659.410.6 File #

SEE NOTE 1 CONCERNING PAYMENT!

Filing Fee \$ 150 Franchise Tax \$ 25 Penalty/Interest \$ - Total \$ 175 Approved: [Signature] Submit in duplicate Type or Print clearly in black ink Do not write above this line

1 (a) CORPORATE NAME: YOURTEL AMERICA, INC

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: (By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2 State or Country of Incorporation MO Date of Incorporation 10/04/95 Period of Duration Perpetual

3 (a) Address of the principal office, wherever located: 2800 E. 18th Street Kansas City, MO 64127 (b) Address of principal office in Illinois: (If none, so state) None

4 Name and address of the registered agent and registered office in Illinois. Registered Agent: Corporate Creations Network, Inc. Registered Office: 1443 W. Belmont Avenue, #C Chicago, IL 60657

5 States and countries in which it is admitted or qualified to transact business: (Include state of incorporation) Missouri - Oklahoma - Kansas

6 Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.) Table with columns: Name, No. & Street, City, State, ZIP. Rows include Gary Ballard, Dale R. Schmick, Paul Hicks, and David A. Garza.

purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state. (If not sufficient space to cover this point, add one or more sheets of this size)

Wireline and wireless telecommunications services and devices. Internet services and devices and information services as well as bill payment services, and related accessories for the aforementioned.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		1.00	30,000	500

(If more, attach list)

9. Paid-in Capital: \$ 500.00
("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: \$ 1,022,046
- (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: \$ 15,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 20,000,000
- (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: \$ 25,000

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

- (a) Is the corporation transacting business in this state at this time? NO
- (b) If the answer to item 11(a) 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 application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated April 29th, 2009
(Month & Day), (Year)

Paul N Hicks
(Any Authorized Officer's Signature)

PAUL N HICKS VP/DIRECTOR
(Print Name and Title)

Yourtel America INC.
(Exact Name of Corporation)

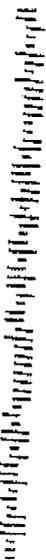
* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

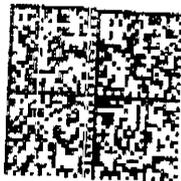


JESSE WHITE
SECRETARY OF STATE
SPRINGFIELD, ILLINOIS 62766
C-717

DWYRQ31 64114



PRESORTED
FIRST CLASS



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