

EXHIBIT 1

Texas Certificate of Conversion

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Carlos H. Cascos
Secretary of State

Office of the Secretary of State

December 29, 2015

CT Corporation System
701 Brazos, Ste. 720
Austin, TX 78701 USA

RE: Matrix Telecom, LLC
File Number: 802357352

It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure



Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

MATRIX TELECOM, INC.
File Number: 115691500

Converting it to

Matrix Telecom, LLC
File Number: 802357352

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 12/28/2015

Effective: 12/28/2015



A handwritten signature in black ink, appearing to read "Cascos".

Carlos H. Cascos
Secretary of State



Office of the Secretary of State

**CERTIFICATE OF FILING
OF**

**Matrix Telecom, LLC
File Number: 802357352**

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 12/28/2015

Effective: 12/28/2015



A handwritten signature in black ink, appearing to read "Cascos" followed by a horizontal line.

Carlos H. Cascos
Secretary of State

Certificate of Formation for the Converted Entity

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B or C)

A. This document becomes effective when the document is accepted and filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

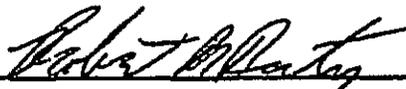
Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.

In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 12/23/15



Robert Beaty, President & Chief Executive Officer

Signature and title of authorized person on behalf of the converting entity

PLAN OF CONVERSION

December 23, 2015

This plan of conversion is made and entered into by and among Matrix Telecom, Inc., a Texas corporation (the "Company"), and Impact Telecom, Inc., a Nevada corporation, as the sole shareholder of the Company (the "Shareholder").

1. Conversion. Subject to the terms and conditions of this plan of conversion, at the Effective Time (as defined in Section 2 below), the Company shall be converted into a limited liability company organized pursuant to the laws of the State of Texas (the "LLC"), with the Company continuing its existence in the organizational form of a limited liability company. Upon such conversion, the name of the LLC shall be Matrix Telecom, LLC, a Texas limited liability company.

2. Effective Time. The conversion shall become effective upon the filing of a certificate of conversion and a certificate of formation with the Secretary of State of the State of Texas (the "Effective Time").

3. Conversion of Shares. The Shareholder is the sole shareholder of the Company. All of the issued and outstanding capital stock of the Company will be converted into a 100% membership interest in the LLC.

4. Approval. The board of directors of the Company and the Shareholder have unanimously approved this plan of conversion and the conversion of the Company from a corporation to a limited liability company.

5. Managers. The directors of the Company holding office immediately prior to the Effective Time shall, without the requirement of any other action by any person, serve as the managers of the LLC until their successors are duly elected or their prior resignation, removal or death.

6. Officers. The officers of the Company holding office immediately prior to the Effective Time shall, without the requirement of any other action by the members or managers of the LLC, serve as the officers of the LLC until their successors are duly appointed or their prior resignation, removal or death.

7. Governing Documents. The bylaws of the Company shall have no further force or control after the Effective Time, and shall immediately be replaced without the necessity of any further action by an operating agreement executed by the Shareholder, as sole member of the LLC.

8. Continuation of Business. At the Effective Time, the conversion shall have the effect provided for herein and in Section 10.106 of the Texas Business Organizations Code. Without limiting the generality of the foregoing, from and after the Effective Time, the business of the Company shall continue to be carried on by the LLC and all the rights and property of the

Company shall be vested in the LLC and all debts, liabilities, and obligations of the Company shall continue as debts, liabilities, and obligations of the LLC in the order and priority such debts, liabilities and obligations are established with the Company immediately prior to the conversion. The Company shall not be required to wind up its affairs, pay its liabilities and distribute its assets. The conversion shall not constitute a dissolution of the Company but shall constitute a continuation of the existence of the Company in the form of a limited liability company.

9. Further Actions. The officers of the Company shall take, and shall authorize its counsel to take, all such further actions as may be required to complete the conversion, including all necessary filings with offices of the Secretary of State of Texas, including a certificate of conversion that complies with Section 10.154 of the Texas Business Organizations Code and a certificate of formation substantially in the form attached hereto as Exhibit A, and the execution of all documents necessary to transfer or evidence the transfer of the legal rights of the Company to the LLC (including all required filings and notices with state and local authorities).

10. Treatment. The Company and the Shareholder agree that, for U.S. federal income tax purposes, under the step transaction principles, the conversion is disregarded pursuant to Treasury Regulation Section 1.1361-5 as the Company is a disregarded entity for U.S. federal income tax purposes before and after the conversion.

11. Termination. This plan of conversion may be terminated and abandoned at any time prior to the Effective Time by resolution of the board of directors of the Company if it determines for any reason whatsoever that the conversion contemplated herein is inadvisable.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this plan of conversion to be executed as of the date first written above.

MATRIX TELECOM, INC.

By: 
Name: Robert Beaty
Title: President & Chief Executive Officer

IMPACT TELECOM, INC.

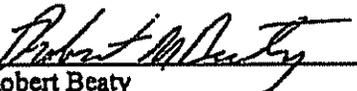
By: 
Name: Robert Beaty
Title: President & Chief Executive Officer

Exhibit A

Certificate of Formation

(Attached)

Form 205
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: \$300



Certificate of Formation
Limited Liability Company

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

DEC 28 2015

Corporations Section

Article 1 - Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

Matrix Telecom, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

Article 2 - Registered Agent and Registered Office
(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

CT Corporation System

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name M.I. Last Name Suffix

C. The business address of the registered agent and the registered office address is:

1999 Bryan Street, Ste. 900 Dallas TX 75201
Street Address City State Zip Code

Article 3 - Governing Authority

(Select and complete either A or B and provide the name and address of each governing person.)

A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

GOVERNING PERSON 1				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
<u>Robert</u>		<u>Beaty</u>		
<u>First Name</u>	<u>M.I.</u>	<u>Last Name</u>	<u>Suffix</u>	
OR				
IF ORGANIZATION				
<u>Organization Name</u>				
ADDRESS				
<u>9000 E. Nichols Avenue, Ste. 230</u>	<u>Englewood</u>	<u>CO</u>	<u>USA</u>	<u>80112</u>
<u>Street or Mailing Address</u>	<u>City</u>	<u>State</u>	<u>Country</u>	<u>Zip Code</u>

GOVERNING PERSON 2				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
Organization Name				
ADDRESS				
Street or Mailing Address	City	State	Country	Zip Code

GOVERNING PERSON 3				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
Organization Name				
ADDRESS				
Street or Mailing Address	City	State	Country	Zip Code

Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

1) Matrix Telecom, LLC is being formed pursuant to a plan of conversion, pursuant to which Matrix Telecom, Inc. will convert into Matrix Telecom, LLC.

2) Matrix Telecom, Inc., a Texas for-profit corporation, was incorporated in Texas on June 13, 1990. Its address is 433 E. Las Colinas Blvd., Ste. 500, Irving, TX 75039.

Organizer

The name and address of the organizer:

Robert Beaty

Name

9000 E. Nichols Avenue, Ste. 230

Street or Mailing Address

Englewood

City

CO 80112

State Zip Code

Effectiveness of Filing (Select either A, B, or C)

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 12/23/15


Signature of organizer

Robert Beaty
Printed or typed name of organizer

EXHIBIT 2

Admission to Transact Business



OFFICE OF THE SECRETARY OF STATE

MARCH 07, 2016

JESSE WHITE • Secretary of State

0560604-7

C T CORPORATION SYSTEM
208 SO LASALLE ST, SUITE 814
CHICAGO, IL 60604-1101

RE MATRIX TELECOM, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE APPROVED APPLICATION FOR ADMISSION.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS MONTH OF QUALIFICATION NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR REVOCATION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

Form **LLC-45.5**
May 2012Secretary of State
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.comPayment must be made by certified
check, cashier's check, Illinois attorney's
check, C.P.A.'s check or money order
payable to Secretary of State.Illinois
Limited Liability Company Act
Application for Admission to
Transact Business**SUBMIT IN DUPLICATE**

Type or Print Clearly.

This space for use by Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: 

FILE

This space for use by Secretary of State.

FILED

MAR - 7 2016

JESSE WHITE
SECRETARY OF STATE1. Limited Liability Company Name: Matrix Telecom, LLC

2. Assumed Name: _____

(This item is only applicable if the company name in Item 1 is not available for use in Illinois, in which case form
LLC 1.20 must be completed and submitted with this application.)3. Jurisdiction of Organization: Texas4. Date of Organization: December 28, 20155. Period of Duration: Perpetual

(Enter Perpetual unless there is a Date of Dissolution provided in the agreement, in which case enter that date.)

6. Address of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)

433 E. Las Colinas Blvd., Suite 500

Number

Street

Suite #

Irving, TX 75039

City

State

ZIP Code

7. Registered Agent: C T Corporation System (Chicago)

First Name

Middle Name

Last Name

Registered Office: 208 South Lasalle Street, Suite 814

Number

Street

Suite #

(P.O. Box alone or c/o
is unacceptable.)Chicago,

City

IL60604

Zip Code

Note: The registered agent must reside in Illinois. If the agent is a business entity, it must be authorized to act as agent in this state.

8. If applicable, Date on which Company first conducted business in Illinois: _____

(continued on back)

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: _____

Provider of Telecommunication Services

10. The Limited Liability Company: (check one)

a. is managed by the manager(s) (List names and addresses.)

Robert Beaty - Manager

9000 E. Nichols Avenue, Ste. 230, Englewood, CO 80112

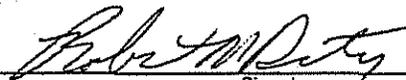
b. has management vested in the member(s) (List names and addresses.)

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

12. This application is accompanied by a Certificate of Good Standing or Existence, duly authenticated within the last 60 days, by the officer of the state or country where in the LLC is formed.

13. 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: 1-21-16
Month, Day, Year


Signature

Robert Beaty - CEO/President
Name and Title (type or print)

If applicant is signing for a Company or other Entity, state Name of Company and Indicate whether it is a member or manager of the LLC.

EXHIBIT 3

Registration of Fictitious Names

Company Name	
Matrix Telecom, LLC	d/b/a Matrix Business Technologies
Matrix Telecom, LLC	d/b/a Trinsic Communications
Matrix Telecom, LLC	d/b/a Excel Telecommunications
Matrix Telecom, LLC	d/b/a VarTec Telecom
Matrix Telecom, LLC	d/b/a Clear Choice Communications