

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 128882



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

- The name of the corporation is Business Network Long Distance, Inc.
- It is incorporated under the laws of Nevada
- The name, if different, which it elects to use in Rhode Island is:
(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

- The date of its incorporation is April 26, 2002 and the period of its duration is Perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is 7583 Water View Way, Reno, Nevada 89511
- The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd.
(Street Address, not P.O. Box)
Warwick, RI 02888
(City/Town) (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is TCS Corporate Services, Inc.
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Provide Telecommunication Services
- The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>See Attached</u>	_____
Director	_____	_____
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

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9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
2,000	Common		.01

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
100	Common		.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 300,000.00

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 500,000.00

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 10,000.00

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 1% [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 10/17/02

Business Network Long Distance, Inc.

Print Exact Name of Corporation Making Application

By [Signature]
 President or Vice President (check one)

By [Signature] AND [Signature]
 Secretary or Assistant Secretary (check one)

STATE OF Michigan
 COUNTY OF Macomb

In Macomb, MI, on this 17th day of OCTOBER, 2002, personally appeared before me Brian H. Curtiss & Brian H. Curtiss who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]
 Notary Public
 My Commission Expires: 05/10/05

MARGARET A. LEGARE
 NOTARY PUBLIC MACOMB CO., MI
 MY COMMISSION EXPIRES May 10, 2005

LIST OF OFFICERS & DIRECTORS OF
Business Network Long Distance, Inc.

Officers

Brian H. Curtiss, President & Secretary

Directors

Brian H. Curtiss

**All the above referenced Officers & Directors can be reached at:
1400 Sixteenth Street, Suite 400, Denver, CO 80202**



DEAN HELLER
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684 5705

(9/50)

**Certificate of
Amendment**
(PURSUANT TO NRS 78.385 and
78.390)

FILED # C10617-02

AUG 02 2002

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

Important: Read attached instructions before completing

**Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations**
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)
- Remit in Duplicate -

1. Name of corporation: Long Distance Network Services, Inc.

2. The articles have been amended as follows (provide article numbers, if available):

The above Corporation name has been changed to: Business Network Long Distance, Inc.

The original File # for the Corp. is C10617-02

The original FEIN # is 73-1640534

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: **Yes**

4. Officer Signature (Required):

Brian H. Curtiss, President

* If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

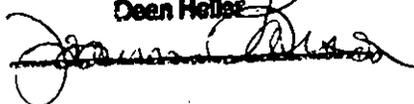
IMPORTANT: Failure to include any of the above information and remit the proper fees may cause this filing to be rejected.

8/13/2002 09:48A EHS:KLS F103-008-07687

STATE OF NEVADA
Secretary of State
I hereby certify that this is a true and
complete copy of the document as filed in
this office.

DEC 13 2002


Dean Heller

By 

ARTICLES OF INCORPORATION
(Pursuant to NRS 78)
STATE OF NEVADA
Secretary of State

FILED # C10617-02

APR 26 2002

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

- 1. **NAME OF CORPORATION:**
Long Distance Network Services, Inc.
- 2. **RESIDENT AGENT:**
Name of Resident agent: Business Filings Incorporated
Street Address: 7583 Water View Way, Reno, Nevada 89511. Located in the County of Washoe.
- 3. **SHARES:**
The corporation is authorized to issue two thousand (2,000) shares of stock. The par value of each share is one cent (\$0.01).
- 4. **GOVERNING BOARD:**
The initial governing board shall be one (1) director.
Brian Curtis, 29810 Troutdale Scenic Dr., Evergreen, Colorado 80439
- 5. **SIGNATURE OF INCORPORATOR:**
Richard A. Oster, 8025 Excelsior Dr., Sotro 200, Madison, WI 53717.

Richard A. Oster

State of Wisconsin County of Dane

This instrument was acknowledged before me on
April 26, 2002 by
Richard A. Oster
as Incorporator



Steven R. McClelland 06-19-05

6. **CERTIFICATE OF ACCEPTANCE OF APPOINTMENT OF RESIDENT AGENT:**
Business Filings Incorporated hereby accepts appointment as resident agent for the above named corporation.

Richard Oster

Business Filings Incorporated
Richard Oster, Vice President
Business Filings Incorporated

April 26, 2002