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IDAHO PUBLIC UTILITIES COMMISSION

January 12, 2007

**VIA OVERNIGHT DELIVERY**

Idaho Public Utilities Commission  
472 W. Washington  
Boise, ID 83702

555 Eleventh Street, N.W., Suite 1000  
Washington, D.C. 20004-1304  
Tel: (202) 637-2200 Fax: (202) 637-2201  
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MAT-T-07-01

Dear Sir/Madam:

Enclosed herein for filing on behalf of Matrix Telecom, Inc. ("Matrix") d/b/a Matrix Business Technologies, please find the original application plus 3 copies to grant Matrix authority to provide facilities-based and resold local exchange telecommunications services within the State of Idaho.

Attachment E to the filing is being provided under seal in accordance with Commission practice. This exhibit contains financial data for Matrix. These data constitute competitively sensitive trade secret information that are proprietary to Matrix and are not routinely disclosed in any public forum. Given the competitive nature of the telecommunications market, public disclosure of these financial results would cause Matrix competitive harm by providing competitors with information that could be used against Matrix in the market. Therefore, Matrix respectfully requests that Attachment E be accorded confidential treatment and not be made a part of the public record in this proceeding or otherwise disclosed to the public.

Also, please date-stamp and return to me in the enclosed postage-paid envelope the copy of this application provided for that purpose.

Should you have any questions regarding this filing, please do not hesitate to contact me.

Very truly yours,



Richard R. Cameron  
Counsel for Matrix Telecom, Inc. d/b/a Matrix  
Business Technologies

Enclosures

**BEFORE THE  
IDAHO PUBLIC UTILITIES COMMISSION**

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2007 JAN 16 AM 9:45

IDAHO PUBLIC  
UTILITIES COMMISSION

**In the Matter of the Application of )  
)  
Matrix Telecom, Inc. for a Certificate of )  
Public Convenience and Necessity to )  
Provide Basic Local Exchange and )  
Exchange Access Telecommunications )  
Services in the State Of Idaho )**

Docket No. MAT-T-07-01

**APPLICATION FOR CERTIFICATION**

Matrix Telecom, Inc. ("Matrix"), through its attorney, and pursuant to Idaho Code Sections 61-526 through 528 and IDAPA 31.01.01.111 (Rules 111 & 112) as clarified by Procedural Order No. 26665 in Case No. GNR- T -96-4, hereby requests that the Idaho Public Utilities Commission ("Commission") grant it a Certificate of Public Convenience and Necessity, to provide basic local exchange and exchange access telecommunications services in the State of Idaho. In support of this Application, Matrix provides the following information:

**I. Proposed Services**

**A narrative description of the telecommunication services provided by the Applicant and the geographic area and market to be served by the company. Other items of interest are whether the company is a facilities-based provider or a reseller, or some combination thereof; what general plans the company has to build facilities in the future; to which markets the provider will appeal; how the provider will market its products; whether the company currently provides or has a history of providing other services in Idaho; how the corporate family is structured.**

Established in 1990, Matrix is a competitive provider of integrated communications services including local, 1+ long distance and toll-free voice services plus a wide range of data services, such as dedicated Internet access, frame relay and point-to-point transmission services, chiefly to enterprise customers. Matrix currently provides resold interexchange services in Idaho pursuant to a price list accepted for filing by the Idaho Public Utilities Commission (the "Commission") on September 17, 2001. In addition, Matrix is authorized to provide resold local exchange telecommunications services in forty-four states and the District of Columbia, and interexchange services nationwide. See Attachment A. Matrix is currently applying to expand its existing resale authorities to include facilities-based service where necessary and for facilities-based CLEC authority in the remaining six states.

Matrix seeks to augment its existing authority to include the authority to provide local exchange telecommunications services via facilities-based arrangements to residential consumers and small and medium sized businesses throughout the State of Idaho. Matrix intends to initially

meet customer needs in Idaho through, for instance, the use of leased unbundled network elements from Incumbent Local Exchange Carriers (“ILECs”), commercial wholesale agreements (similar to the UNE-P replacement agreements that ILECs have recently reached with other CLECs), resale, or any combination thereof. Matrix has already initiated negotiation of an interconnection agreement and commercial wholesale agreement with each of Verizon and Qwest. Depending on the course of these negotiations, Matrix anticipates that it would be in a position to provide service in Idaho under these arrangements in Spring, 2007. Matrix intends to deploy and maintain Company owned-facilities only after customer saturation can support such deployment.

The structure of Matrix’s corporate family is depicted in the organizational chart provided in **Attachment B**. Platinum Equity, a limited liability company formed under the laws of Delaware and headquartered in Beverly Hills, California, has indirectly held 100 percent of the equity of Matrix since 1999. Since July 2006, Platinum has also owned 95 percent of the equity of Americatel Corporation, a Delaware Corporation that serves the needs of United States customers with connections to Latin America and the Caribbean by providing international and domestic facilities-based and resold long distance services, including “dial around” casual calling (*i.e.*, 1010XXX) service and presubscribed 1+ calling services, in each of the 48 contiguous states. Platinum Equity is a global firm specializing in the merger, acquisition and operation of companies that provide services and solutions to customers in a broad range of business markets, including information technology, telecommunications, and logistics, manufacturing, and entertainment distribution. Since its founding in 1995, Platinum Equity has acquired more than 60 businesses with more than \$12 billion in aggregate revenue at the time of acquisition. Platinum Equity currently holds its interests in Matrix and Americatel through two wholly-owned subsidiaries, EnergyTRACS Acquisition Corp. and MTAC Holding Corporation. Matrix owns a single subsidiary, Matrix Telecom of Virginia, Inc., through which Matrix provides service in Virginia.

## **II. Form of Business**

### **1. Name, Address and Form of Business**

#### **(1) a short statement of the character of public service in which it may engage**

Matrix seeks authority to provide facilities-based local exchange telecommunications services, as described more fully below, throughout the State of Idaho.

#### **(2) the name of the state in which it is incorporated**

Matrix is incorporated in Texas.

#### **(3) its principal business address and its principal business address within Idaho**

Matrix’s principle business address is as follows:

Matrix Telecom, Inc.  
7171 Forest Lane, Suite 700  
Dallas, Texas 75230  
Telephone: (214) 432-1453  
Fax: (214) 432-1576  
www.matrixbt.com

Matrix does not maintain a business office in Idaho.

**(4) a certified copy of its articles of incorporation,**

See **Attachment C**.

**(5) if not incorporated in Idaho, a certificate of good standing issued by the Secretary of State of Idaho, and**

See **Attachment D**.

**(6) name and address of registered agent for service in Idaho.**

CT Corporation Systems  
300 North 6<sup>th</sup> Street  
Boise, ID 83702

**2. If a corporation, the names and addresses of the ten common stockholders of applicant owning the greatest number of shares of common stock and the number of such shares owned by each, as follows:**

Matrix is an indirect, wholly-owned subsidiary of Platinum Equity LLC, a privately held limited liability company formed under the laws of Delaware and headquartered in Beverly Hills, California. Platinum Equity holds this interest through two intermediate, wholly owned companies, EnergyTRACS Acquisition Corp. and MTAC Holding Corp.

Specifically, Matrix is 100% owned by MTAC Holding Corporation. MTAC Holding Corporation is 100% owned by EnergyTRACS Acquisition Corp. EnergyTRACS Acquisition Corp. is 100% owned by Platinum Equity, LLC.

MTAC Holding Corporation, Energy TRACS Acquisition Corp., and Platinum Equity, LLC may all be contacted at:

360 North Crescent Drive  
Beverly Hills, CA 90210  
310-712-1850

**3. Names and addresses of the officers and directors of applicant.**

Officers:

Russell Lambert, President and Chief Executive Officer

Charles Taylor, Chief Financial Officer

Mr. Lambert and Mr. Taylor may be contacted at:

Matrix Telecom, Inc.  
7171 Forest Lane, Suite 700  
Dallas, Texas 75230

Directors:

Tom T. Gores, Founder, Chairman and Chief Executive Officer, Platinum Equity, LLC

Robert J. Joubran, Chief Operating Officer, Platinum Equity, LLC

Brian Wall, Managing Director, Europe, Platinum Equity, LLC

Robert J. Wentworth, Executive Vice President, Platinum Equity, LLC

Steve Zollo, Senior Vice President and General Manager, Portfolio Asset Management,  
Platinum Equity, LLC

Rob Archambault, Senior Vice President, Operations, Platinum Equity, LLC

Each of these Directors may be contacted at:

Platinum Equity, LLC  
360 North Crescent Drive  
South Building  
Beverly Hills, CA 90210

**4. Name and address of any corporation, association, or similar organization holding a 5% or greater ownership or a management interest in the applicant. As to ownership, the amount and character of the interest must be indicated. A copy of any management agreement must be attached.**

See response to Item II.2., above.

**5. Names and addresses of subsidiaries owned or controlled by applicant.**

Matrix Telecom of Virginia, Inc.  
7171 Forest Lane, Suite 700  
Dallas, Texas 75230

### **III. Telecommunication Service**

**1. The date on which applicant proposes to begin construction or anticipates it will begin to provide service.**

As described above, Matrix currently anticipates that it will be in a position to provide service in Idaho in Spring, 2007. Matrix intends to deploy and maintain Company-owned facilities only after customer saturation can support such deployment.

**2. A written description of customer classes and customer service[s] that the applicant proposes to offer to the public.**

Matrix intends to offer local exchange and exchange access telecommunications services, in addition to the resold interexchange services it currently provides, to small and medium-sized businesses and residential customers in Idaho.

### **IV. Service Territory**

**1. A description sufficient for determining whether service is to be offered in a particular location; and the names of all incumbent local exchange corporations with whom the proposed utility is likely to compete.**

Matrix initially intends to provide service in Idaho throughout the service territories of Verizon and Qwest.

**2. Written description of the intended manner of service, for example, resold services or facilities based. A general description of the property owned or controlled by applicant.**

Matrix intends to provide local exchange telecommunications services and exchange access services, through, for instance, the use of leased unbundled network elements from Incumbent Local Exchange Carriers ("ILECs"), commercial wholesale agreements (similar to the UNE-P replacement agreements that ILECs have recently reached with other CLECs), resale of services obtained from other carriers, or any combination thereof. Specific services that Matrix seeks authority to provide include:

1. Local Exchange Services for business and residence customers that will enable customers to originate and terminate local calls in the local calling area served by other LECs, including local dial tone and custom calling features;
2. Switched local exchange services such as flat-rated and measure-rated local services;
3. Vertical services, Direct Inward and Outward Dialed trunks, and carrier access;
4. Other switched local services that currently exist or will exist in the future;

5. Non-switched local services (e. , private line) that currently exist or will exist in the future;
6. Centrex and/or Centrex-like services that currently exist or will exist in the future; and
7. Digital subscriber line, ISDN, and other high capacity line services.

Matrix currently does not own any of its own network equipment in Idaho, but intends to deploy and maintain Company-owned facilities as soon customer saturation can support said deployment.

**3. A statement describing with whom the applicant is likely to compete.**

Matrix intends to compete with Verizon, Qwest, and competitive local exchange carriers certificated to provide service within the service territories of Verizon and Qwest, for residential customers, as well as small and medium-sized business customers.

**4. A description of the property owned by the applicant clarifies the applicant's proposed services and operation.**

See response to Item IV.2, above.

**V. Financial Information**

**1. Current detailed balance sheets, including a detailed income and profit and loss statements of applicant reflecting current and prior year balances for the twelve months ended as of the date of the balance sheet, or if not readily available, for the period since the close of the preceding calendar year.**

Matrix's audited financial statement for 2005 and its balance sheets for 2006 are provided in **CONFIDENTIAL Attachment E**. These financial statements constitute competitively sensitive trade secret information that is proprietary to Matrix and that is not routinely disclosed in any public forum. Given the competitive nature of the telecommunications market, public disclosure of these financial results would cause Matrix competitive harm by providing competitors with information that could be used against Matrix in the market. Accordingly, Matrix requests that **CONFIDENTIAL Attachment E** be withheld from the public record of this proceeding.

**2. If a balance sheet and income statement are not available, the applicant must submit financial data sufficient to establish that it possesses adequate financial resources to provide the proposed services.**

Not Applicable

## **VI. Illustrative Tariff Filings**

See Attachment F.

## **VII. Customer contacts**

**a) The name, address, and telephone number and electronic mailing addresses (if available) of the person(s) responsible for consumer inquiries and complaints from the public.**

Dana Hoyle  
Manager of Regulatory Affairs  
Matrix Telecom, Inc.  
7171 Forest Lane, Suite 700  
Dallas, Texas 75230  
Telephone: (214) 432-1453  
Fax: (214) 432-1576  
dhoyle@matrixbt.com

**b) A toll-free number for customer inquiries and complaints.**

888-432-1453

**c) The name, number and electronic mailing addresses (if available) of the person(s) designated as a contact for the Commission Staff for resolving complaints, inquiries and matters concerning rates and price lists or tariffs.**

Dana Hoyle  
Manager of Regulatory Affairs  
Matrix Telecom, Inc.  
7171 Forest Lane, Suite 700  
Dallas, Texas 75230  
Telephone: (214) 432-1453  
Fax: (214) 432-1576  
dhoyle@matrixbt.com

## **VIII. Interconnection Agreements**

**1. Statements of whether the applicant has initiated interconnection negotiations and, if so, when and with whom.**

Matrix initiated interconnection negotiations with Qwest and Verizon in December, 2006.

## **IX. Compliance with Commission Rules**

The applicant has reviewed all of the Commission rules and agrees to comply with them.

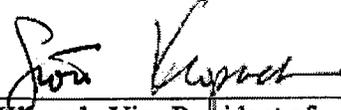
**X. Escrow Account or Security Bond**

**1. If a company requires advance deposits by its customers, the company must submit a signed copy of an escrow account with a bonded escrow agent or a security bond. The escrow or bond shall be sufficient to meet customer deposit refunds in case of company default.**

Matrix does not require advance deposits from customers in Idaho.

Respectfully submitted,

MATRIX TELECOM, INC.

BY: 

Scott Klopach, Vice President of  
Regulatory Affairs and General Counsel  
Matrix Telecom, Inc.  
7171 Forest Lane, Suite 700  
Dallas, TX 75230  
(214) 432-1447

DATED: January 12, 2007

# **ATTACHMENT A**

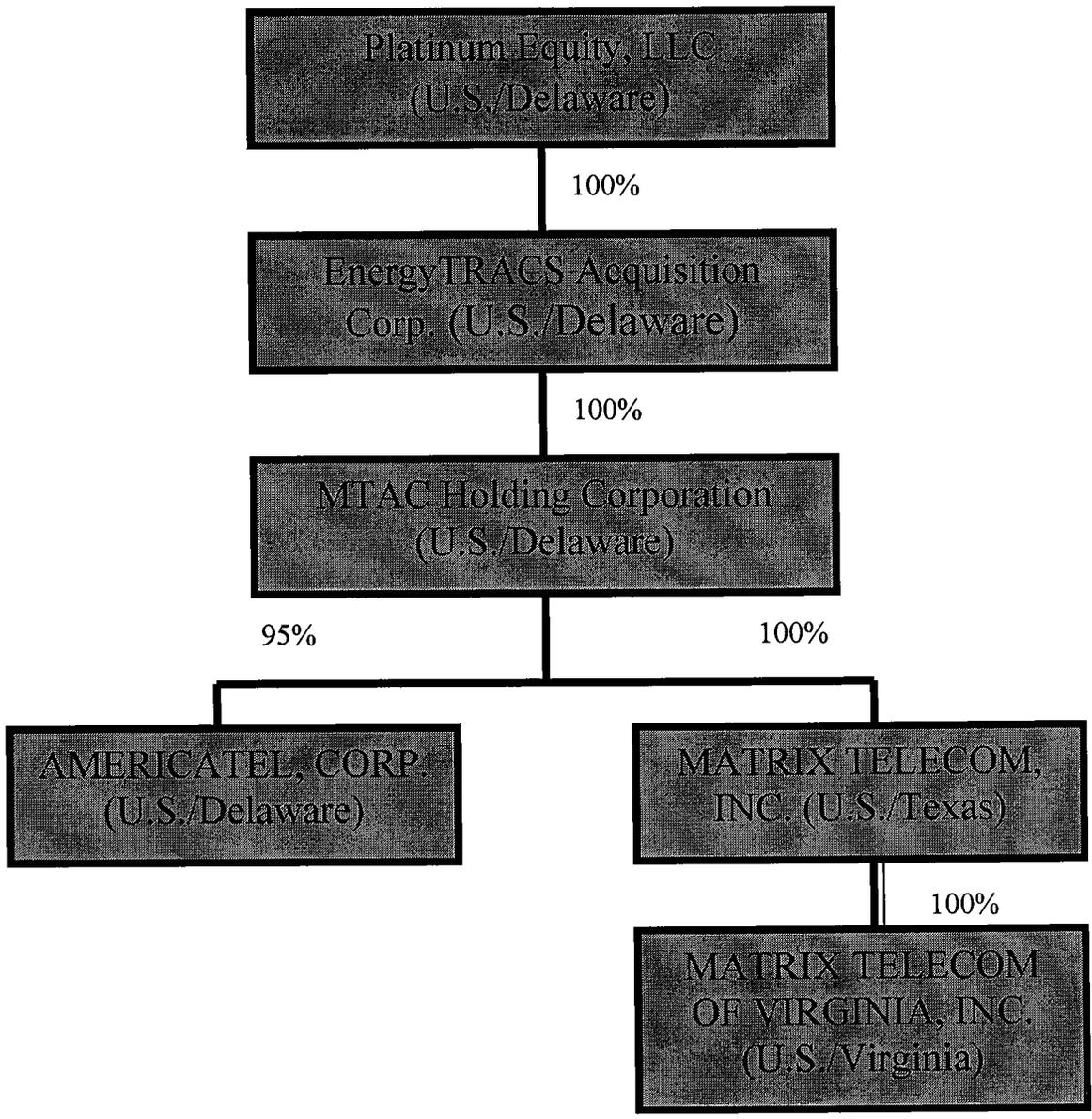
## **LIST OF EXISTING AUTHORIZATIONS**

MATRIX  
LD/IXG AND CLE/ILEC  
CERTIFICATE STATUS

No.	State	Cert.	Effective Date	Agency #	Authorization	Cert.	Effective Date	LD/IXG Pocket #	Authorization
1	Alabama	Yes	9/16/2005	21793	Local	Yes	5/10/1991	21793	Reseller of Interchange LD
2	Alaska	No				Yes	9/16/2005	FX05027	LD Reseller
3	Arizona	Yes	12/9/2005	T-0322BA-05-0244	Competing Local Exchange	Yes	5/16/2003	T-0333BA-96-0392	Competitive Resold Interchange
4	Arkansas	Yes	6/24/2005	05-029-U	CPCN	Yes	10/25/1990	97-037-U	Reseller of Telecommunications
5	California	Yes	11/18/2005	05-03-023	Local Exchange	Yes	12/19/1990	90-10-062	Reseller of Telecommunication
6	Colorado	Yes	6/1/2005	05A-136T	Local Exchange	Yes	2/25/1999	N/A	Toll Reseller Registration
7	Connecticut	Yes	5/11/2005	42127	Local Exchange	Yes	11/14/1999	95-08-30	Reseller of Intrastate
8	Delaware	No			No Local	Yes	3/4/1997	96-319	Reseller of Interchange LD
9	District of Columbia	Yes	9/30/2005	TA-05-5-10	Local	Yes			De-Regulated
10	Florida	Yes	5/20/2005	050200-TX	CLEC	Yes	10/13/1994	940688-TI	Interchange Telecommunications
11	Georgia	Yes	5/2/2005	20457-U	Interm CLEC	Yes	10/6/1992	Cert # R-067	Resell Interchange
12	Hawaii	Yes	6/20/2005	05-0063	Certificate of Authority	Yes	6/20/2005	05-0063	Intrastate Telecom
13	Idaho	No			No Local	Yes	11/7/1990	90-0334	De-Regulated
14	Illinois	Yes	7/13/2005	05-0213	Local reseller	Yes	5/15/1996	40091	Territorial reseller of Interchange
15	Indiana	Yes	7/28/2005	42813	Resell Local Exchange	Yes			De-Regulated
16	Iowa	No			No Local	Yes	6/26/1995	191,589-U	Reseller of Telecommunications
17	Kansas	Yes	7/6/2005	05-MXTC-867-COC	Local Exchange & Exchange Acc	Yes			Reseller of Telecommunications
18	Kentucky	Yes	5/10/2005	TFS2005-00386	Local Exchange Reseller	Yes	3/13/1991	90-270	Reseller Long Distance
19	Louisiana	No			No Local	Yes	10/21/1990	N/A	Long Distance Reseller
20	Maine	Yes	1/4/2006	2005-756	CLEC	Yes	4/28/1997	96-665	(Switchless)
21	Maryland	Yes	10/19/2005	96645	Resold Local Exchange	Yes	10/15/1990		Resell Intrastate
22	Massachusetts	Yes	6/12/2005		Tariff for local effective 6/12/05	Yes	5/13/1991	90-247	Reseller
23	Michigan	Yes	9/20/2005	U-14470	Local Authority	Yes			De-Regulated
24	Minnesota	Yes	6/21/2005	NA-05-490	Resold Local Exchange	Yes	6/17/1991	P3038/NA-90-792	Resell Long Distance
25	Mississippi	Yes	8/22/2005	05-UA-0269	Reseller Intrast, IntraLATA, Interex	Yes	11/26/1990	90-UA-0268	Reseller of Telecommunications
26	Missouri	Yes	10/31/2005	CA-2005-0393 (C)	Basic Local Telecommunication	Yes	1/18/2004	XA-2004-0238	Interchange
27	Montana*	Yes		YC-2005-0947 (T)	Registered	Yes	N/A		Registered
28	Nebraska	Yes	6/28/2005	C-3387	Reseller of Local Exchange	Yes	2/19/1991	C-865	Reseller of Telecommunications
29	Nevada	Yes	6/10/2005	05-4006	Resold Interchange&Resold	Yes	11/10/1994	94-7016	Reseller of Interchange LD
30	New Hampshire	Yes	5/16/2005	C05-001-05	Local Exchange	Yes	11/4/1993	22-473	Intralata Toll
31	New Jersey	No	6/9/2005	Reseller	De-Regulated	Yes			De-Regulated
32	New Mexico	Yes	5/20/2005	N/A	CLEC	Yes	9/12/1991	91-75-TC	Non-Facilities Interchange
33	New York	Yes	4/19/2005	05-C-0376	Local Exchange	Yes	10/3/1990	90-C-0687	CPCN
34	North Carolina	Yes	8/1/2005	P-224-9	Local Exchange	Yes	12/18/1990	P-224	Reseller of Interchange LD
35	North Dakota	Yes	4/20/2005	FU-05-206	Local Exchange	Yes	8/10/1994	PU-1281-94-458	Intrastate Long Distance Reseller
36	Ohio	Yes	5/5/2005	05-443-TP-ACE	Local Exchange	Yes	5/5/2005	05-443-TP-ACE	Interchange
37	Oklahoma	Yes	12/9/2005	200500161	Resold Local Exchange	Yes	6/18/1997	413393	CPCN
38	Oregon	Yes	5/16/2005	CP 1281/UM 376	CLEC	Yes	3/19/1991	91-409	Competitive Provider
39	Pennsylvania	Yes	12/1/2005	A-310302F-0004	Resold Comp	Yes	9/11/1992	Certificate	Interchange reseller
40	Rhode Island*	Yes	1/12/1997	2282L5	Competitive Switchless Reseller	Yes	11/21/1997	2282(L5)	Competitive Switchless Reseller
41	South Carolina	Yes	8/25/2005	2005-98-C	Local Exchange	Yes	12/19/1990	90-517-C	Reseller Telecommunications
42	South Dakota	No			No Local	Yes	7/3/1991	TC91-017	Intralata/Intrastate Reseller
43	Tennessee	Yes/LEC	5/16/2005	05-00083	Resell Local	Yes	10/13/1995	95-03215	Resell Interchange Long
44	Texas	Yes	6/26/1997	17215	ILEC	Yes	8/13/1990	XO10828	Distance
45	Utah	Yes	11/18/2005	05-2451-01	Local Exchange Services	Yes			IXC
46	Vermont	Yes	7/6/2005	CPG 107-CR	Local Exchange	Yes	9/3/1992	107	De-Regulated
47	Virginia	Yes	12/22/2005	PUC-2005-00088	Local Exchange Telecom Services	Yes			CPG
48	Washington	Yes	5/27/2005	UT-910020 Cert.	Certified as Matrix Telecom of	Yes			De-Regulated
49	West Virginia	Yes	9/15/2005	05-0415-T-CN	Tariff for local effective 5/27/05	Yes	5/8/1991	UT-910020	Reseller of Intrastate
50	Wisconsin	Yes	8/31/2001	7115-TI-101	Resold Local Exchange	Yes	5/5/1992	92-0001-T-CN	Reseller of Intrastate Long Distance
51	Wyoming*	Yes	5/4/2005	70200-TA-05-1	Tariff # 31328	Yes	8/31/2001	5-9300-59 Cert-01	Reseller of Intrastate as an Alternative
					Local Exchange	Yes	1/21/1996	74140-TX-96-1	Interchange Carrier

# **ATTACHMENT B**

## **ORGANIZATIONAL CHART**



**ATTACHMENT C**

**CERTIFIED COPY OF  
ARTICLES OF INCORPORATION**



# The State of Texas

## SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

**MATRIX TELECOM, INC.**  
**FILE NO. 1156915**

ARTICLES OF INCORPORATION	JUNE 13, 1990
ARTICLES OF AMENDMENT	JANUARY 21, 1992
CHANGE OF REGISTERED OFFICE AND/OR AGENT	MARCH 2, 1994
CHANGE OF REGISTERED OFFICE AND/OR AGENT	DECEMBER 31, 1994
ARTICLES OF AMENDMENT	AUGUST 9, 1995
ARTICLES OF AMENDMENT	NOVEMBER 27, 1995
CHANGE OF REGISTERED OFFICE AND/OR AGENT	DECEMBER 11, 1995
ARTICLES OF AMENDMENT	APRIL 9, 1997



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on November 17, 1997.*

Antonio O. Garza, Jr.  
Secretary of State

BAM



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

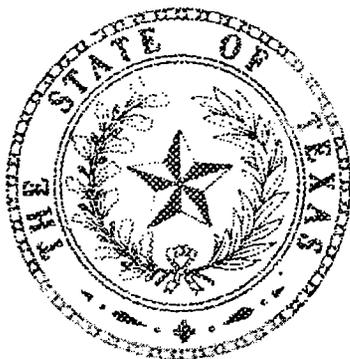
MIGA, INC.  
CHARTER NUMBER 01156915

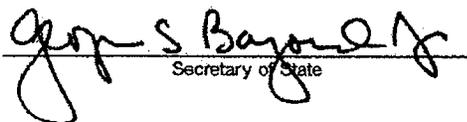
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT ARTICLES OF INCORPORATION FOR THE ABOVE CORPORATION, DULY SIGNED HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A COPY OF THE ARTICLES OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE 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 JUNE 13, 1990



  
Secretary of State

FILED  
In the Office of the  
Secretary of State of Texas

ARTICLES OF INCORPORATION

JUN 13 1990

Corporations Section

STATE OF TEXAS     §  
                          §  
COUNTY OF TARRANT §

I, the undersigned natural person of the age of twenty-one (21) years or more, who is a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the Corporation is MIGA, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the Corporation is organized

(a) to conduct, engage in, and carry on general business; (b) to manufacture, purchase and sell goods, wares, and merchandise of every kind and description, and to receive and sell the same as agent or on commission; (c) to buy and sell goods; (d) to transact and engage in any mercantile or trading business; (e) to erect or repair any building or improvement; (f) to buy, sell, acquire by lease, grant by lease, rent, sublease and subdivide real property in towns, cities, villages and suburbs not extending more than two (2) miles beyond their limits; (g) to do everything necessary and proper for the accomplishment of any of the purposes, or the attainment of any of the objects or furtherance of any of the

powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts, thing or things, incidental to or arising out of or connected with the aforesaid business, or any part or parts thereof; provided, the same is not inconsistent with the laws under which this Corporation is organized and subject to Part Four of the Texas Miscellaneous Corporation Laws Act; (h) to be an organizer, partner, member, associate, or manager of any partnership, joint venture, or other business entity; i) and to be an incorporator of any other corporation of any type or kind.

#### ARTICLE FOUR

aggregate number of shares which the Corporation shall have authority to issue is the following: 1,000 shares common stock, such stock shall have no par value.

#### ARTICLE FIVE

Corporation will not commence business until it has received for the issuance of the shares consideration of ONE THOUSAND DOLLARS (\$1,000.00), consisting of money, labor done or property actually received.

#### ARTICLE SIX

The street address of its initial registered office is 2705 Summertree Lane, Colleyville, Texas 76034, and the name of its registered agent at such address is Dennis Miga.

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of the Stockholders or until his successors are elected and qualified is as follows:

- (1. Dennis Miga  
2705 Summertree Lane  
Colleyville, Texas 76034

ARTICLE EIGHT

The name and address of the incorporator is:

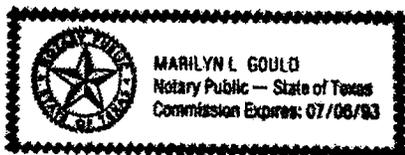
Mark A. Haney  
9001 Airport Freeway, Suite 650  
Fort Worth, Texas 76180

IN WITNESS WHEREOF, I have hereunto set my hand this the 12th day of June, 1990.

  
MARK A. HANEY

THE STATE OF TEXAS    §  
                                  §  
COUNTY OF TARRANT   §

I, MARILYN L. GOULD, a Notary Public in and for said County and State, do hereby certify that on this the 12th day of June, 1990, personally appeared before me MARK A. HANEY, who being by me first sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true and correct.



  
NOTARY PUBLIC, STATE OF



# The State of Texas

## SECRETARY OF STATE

### CERTIFICATE OF AMENDMENT OF

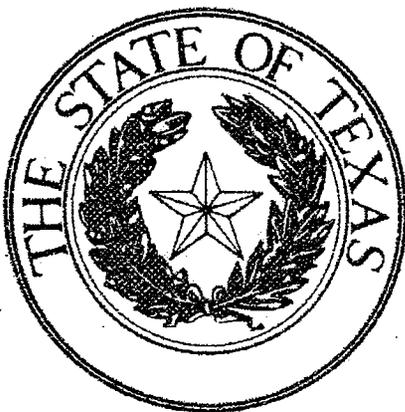
MATRIX TELECOM, INC.  
FORMERLY  
MIGA, INC.

The undersigned, as Secretary of State of the State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this Office and are 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 of Amendment.

Dated JANUARY 21, 19 92.

Effective JANUARY 21, 19 92 at XXXX a.m./p.m.



John Hannah Jr  
Secretary of State

LC

FILED  
In the Office of the  
Secretary of State of Texas

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
MIGA, INC.

JAN 21 1992

Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is MIGA, INC.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on January 14, 1992: the name of the corporation shall be changed to MATRIX TELECOM, INC.

ARTICLE THREE

The number of shares of the corporation outstanding at the time of the adoption was one hundred (100); and the number of shares entitled to vote on the amendment was one hundred (100).

ARTICLE FOUR

The number of shares that voted for the amendment was one hundred (100); and the number of shares that voted against the amendment was zero (0).

DATED. January 16, 1992.

MATRIX TELECOM, INC.

By:   
DENNIS MIGA, President

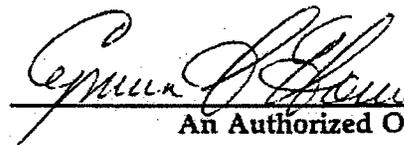
STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT OR BOTH BY  
A PROFIT CORPORATION

FILED  
In the Office of the  
Secretary of State of Texas

MAR 2 1994

CORPORATIONS SECTION

1. The name of the corporation is Matrix Telecom, Inc.  
The corporation's charter number is 01156915-00
2. The address of the CURRENT registered office as shown in the records of the Texas secretary of state is: (Please provide street address, city, state and zip code. The address must be in Texas).  
2705 Summertree Lane, Colleyville, Texas 76034
3. A.  The address of the NEW registered office is: (Please provide street address, city, state and zip code. The address must be in Texas).  
9003 Airport Freeway, Suite 340, Fort Worth, Texas 76180
- OR B. The registered office address will not change.  
The name of the CURRENT registered agent as shown in the records of the Texas secretary of state is Dennis Miga
5. A. The name of the NEW registered agent is \_\_\_\_\_
- OR B.  The registered agent will not change.
6. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical, as required by law.
7. The changes shown above were authorized by: (check one)  
A.  The board of directors.  
B.  An officer of the corporation so authorized by the board of directors.

  
An Authorized Officer

(Please refer to the back of this form for additional instructions)

9 3 / 1 1 2

FILED  
In the Office of the  
Secretary of State of Texas

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT OR BOTH BY  
A PROFIT CORPORATION**

DEC 31 1994

Corporations Section

1. The name of the corporation is Matrix Telecom, Inc.

The corporation's charter number is 01156915-00

2. The address of the CURRENT registered office as shown in the records of the Texas secretary of state is:

9003 Airport Freeway, Suite 340, Fort Worth, Texas 76180

3. A. The address of the NEW registered office is:  
\_\_\_\_\_  
\_\_\_\_\_

OR B.  The registered office address will not change.

4. The name of the CURRENT registered agent as shown in the records of the Texas secretary of state is Dennis Miga

5. A.  The name of the NEW registered agent is Gary Friedman

OR B. The registered agent will not change.

6. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical, as required by law.

7. The changes shown above were authorized by:

A. \_\_\_\_\_ The board of directors.  
B.  An officer of the corporation so authorized by the board of directors.

Charles G Taylor, Jr.  
**Charles Taylor, Authorized Officer**  
Charles G Taylor, Jr., PRESIDENT

**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
MATRIX TELECOM, INC.**

FILED  
in the Office of the  
Secretary of State of Texas

AUG 09 1995

Corporations Section

Pursuant to the provisions of article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation:

**ARTICLE ONE**

The aggregate number of shares which the corporation shall have authority to issue is the following: 1,000 shares of common stock, such stock shall have no par value.

**ARTICLE TWO**

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on July 31, 1995: the aggregate number of shares which the corporation shall have authority to issue is changed to 100,000 shares of common stock, such stock shall have no par value.

**ARTICLE THREE**

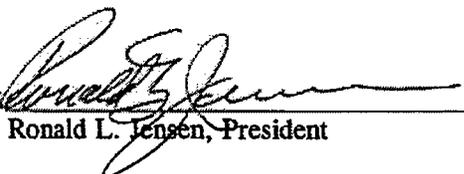
The number of shares of the corporation outstanding at the time of the adoption was one thousand (1,000); and the number of shares entitled to vote on the amendment was one thousand (1,000).

**ARTICLE FOUR**

The number of shares that voted for the amendment was one thousand (1,000); and the number of shares that voted against the amendment was zero (0).

DATED: July 31, 1995

MATRIX TELECOM, INC.

By   
Ronald L. Jensen, President

**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
MATRIX TELECOM, INC.**

**FILED**  
In the Office of the  
Secretary of State of Texas

**NOV 27 1995**

Pursuant to the provisions of Article 4.04 of the Texas Business Corporations Act, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation:

**ARTICLE ONE**

The aggregate number of shares which the corporation shall have authority to issue is the following: 100,000 shares of common stock, such stock shall have no par value.

**ARTICLE TWO**

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation October 6, 1995: the aggregate number of shares which the corporation shall have authority to issue is changed to 200,000 shares of common stock, such stock shall have no par value.

**ARTICLE THREE**

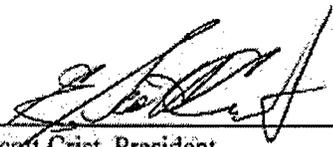
The number of shares of the corporation outstanding at the time of the adoption was one hundred thousand (100,000); and the number of shares entitled to vote on the amendment was one hundred thousand (100,000).

**ARTICLE FOUR**

The number of shares that voted for the amendment was one hundred thousand (100,000); and the number of shares that voted against the amendment was zero (0).

DATED: November 10, 1995

MATRIX TELECOM, INC.

By:   
\_\_\_\_\_  
Scott Crist, President

Office of the  
Secretary of State



Corporations Section

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

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR  
REGISTERED AGENT OR BOTH BY A CORPORATION,  
LIMITED LIABILITY COMPANY OR LIMITED PARTNERSHIP**

in the Office of the  
Secretary of State of Texas  
DEC 11 1995

1. The name of the entity is Matrix Telecom  
The entity's charter/certificate of authority/file number is 115,915
2. The registered office address as **PRESENTLY** shown in the records of the **Texas Secretary of State** is: 9003 Airport Fwy, Ste 340, Ft. Worth, TX 76180
3. A.  The address of the **NEW** registered office is: (Please provide street address, city, state and zip code. The address must be in Texas.)  
4635 Southwest Fwy, Ste 800, Houston, TX 77027  
OR B.  The registered office address will not change.
4. The name of the registered agent as **PRESENTLY** shown in the records of the Texas secretary of state is Gary Friedman
5. A.  The name of the **NEW** registered agent is \_\_\_\_\_  
OR B.  The registered agent will not change.
6. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical, as required by law.
7. The changes shown above were authorized by:  
Business Corporations may select A or B      Limited Liability Companies may select D or E  
Non-Profit Corporations may select A, B, or C      Limited Partnerships select F  
A.  The board of directors; OR  
B.  An officer of the corporation so authorized by the board of directors; OR  
C.  The members of the corporation in whom management of the corporation is vested pursuant to article 2.14C of the Texas Non-Profit Corporation Act.  
D.  Its members  
E.  Its managers  
F.  The limited partnership

(Authorized Officer of Corporation)  
(Authorized Member or Manager of LLC)  
(General Partner of Limited Partnership)



**The State of Texas**

**Secretary of State**

**CERTIFICATE OF AMENDMENT**

**FOR**

**MATRIX TELECOM, INC.  
CHARTER NUMBER 01156915**

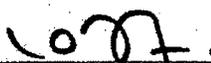
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,  
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE  
NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO  
CONFORM TO LAW

ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE  
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS  
CERTIFICATE OF AMENDMENT.

DATED APR. 9, 1997

EFFECTIVE APR. 9, 1997



  
Antonio O. Garza, Jr., Secretary of State

1 0 2 3 6 4 0 2

**FILED**  
in the Office of the  
Secretary of State of Texas  
  
APR 09 1997  
  
Corporations Section

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
MATRIX TELECOM, INC.**

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, as adopted by the unanimous consent of all of the shareholders of the corporation at the December 16, 1996 Special Meeting:

**ARTICLE 1  
AUTHORIZED SHARES**

The authorized shares of common stock of the Corporation shall be increased to ten million (10,000,000) shares. The common stock shall be without par value. The Board of Directors have authority to establish series or classes of unissued shares and may increase or decrease the shares of any class of shares or series established, and to establish the rights granted to the holders of such shares. The Board of Directors shall have the right to set the par value of shares at the time of issuance. The Board of Directors shall have the authority to exchange, reclassify, or cancel all or part of any shares of the class or series, and exchange or create a right of exchange of all or any part of the shares or one class or series into the series or class of another. The Board of Directors may change or alter the designations, preferences, limitations or relative rights of the shares of the class or series.

**ARTICLE 2  
PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business for the corporation shall be 8721 Airport Freeway, North Richland Hills, Texas 76180. The name and address of its registered agent shall be Mr. Gary L. Friedman, 8721 Airport Freeway, North Richland Hills, Texas 76180.

**ARTICLE 3  
NUMBER OF DIRECTORS**

The number of directors constituting the Board of Directors shall be five (5).

**ARTICLE 4  
DENIAL OF PREEMPTIVE RIGHTS**

No shareholder or other person shall have any preemptive rights whatsoever.

**ARTICLE 5  
PLURALITY VOTE**

Directors shall be elected by plurality vote. Cumulative voting shall not be permitted.

**ARTICLE 6  
AMENDMENTS TO BYLAWS**

The power to alter, amend, or repeal the Bylaws of the corporation shall be vested in the Board of Directors; however, the Bylaws made by the Board of Directors may be repealed or changed, or new bylaws made, by the shareholders of the corporation, and the shareholders may prescribe that any bylaw made by them shall not be altered, amended, or repealed by the Board of Directors.

**ARTICLE 7  
LIMITATION ON DIRECTOR LIABILITY**

A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for any act or omission in such director's capacity as a director of the corporation, except to the extent otherwise required, at the time of such act or omission, by a statute of the State of Texas. Any repeal or amendment of this Article by the corporation shall be prospective only, and shall not adversely affect any limitation on the liability of the director of the corporation for any act or omission occurring prior to the time of such repeal or amendment. If the corporate laws of the State of Texas are amended to authorize corporate actions further eliminating or limiting the personal liability of directors, the liability of a director of the corporation shall be eliminated or limited to the full extent then permitted. Notwithstanding anything herein to the contrary, any such further elimination or limitation of liability shall apply retroactively to acts or omissions occurring prior to any such amendment of the corporate laws of the State of Texas.

**ARTICLE 8  
RELIANCE BY DIRECTORS AND OFFICERS**

Each director, officer, or member of any committee designated by the Board of Directors shall, in the performance of his or her duties, be fully protected and absolved from liability if relying in good faith upon any records of the corporation or upon the books of account or reports made to the corporation by any of its officials, an independent public accountant, an attorney for the corporation, or by any other person, including an appraiser or investment banker, who is selected with reasonable care by the Board of Directors or by any officer or committee with regards to matters which the director, officer, or member reasonably believes is within such other person's professional training or within their competence. This Article is in addition to and shall not in any manner limit the scope of the director's liability limitation set forth in Article 11, or as otherwise provided by law.

**ARTICLE 9  
INDEMNIFICATION/INSURANCE**

The corporation shall indemnify, to the fullest extent possible or permitted by law, any person who is named a defendant or respondent in any action, suit, or proceeding, whether civil or criminal, administrative or arbitrative or investigative, or in any appeal in such an action, suit or proceeding, by reason of the fact that he or she is or was a director, advisory director, committee member, or officer of the corporation, against all expenses, (including attorney's fees incurred), judgements, fines, penalties, amounts paid in settlement or otherwise, actually reasonably incurred by such director, advisory director, committee member, or officer in connection with any such action, suit, or proceeding. The corporation shall pay or reimburse expenses to directors, advisory directors, committee members, or officers and may pay or reimburse expenses to other persons as permitted by law. The corporation may purchase and maintain insurance, create a trust fund, establish any form of self-insurance, secure its indemnity obligations by grant of a security interest or other liens on the assets of the corporation, establish a letter of credit, guaranty or surety arrangement, or other arrangement on behalf of the directors, advisory directors, committee members, officers, or other persons permitted by law, against any liability asserted against such person or persons in their capacities as directors, advisory directors, committee members, or officers, or otherwise, of the corporation, whether or not the corporation would have the power to indemnify such directors, advisory directors, committee members, officers or other persons against such liability, as permitted by law.

**ARTICLE 10  
ACTION BY CONSENT OF SHAREHOLDERS**

To the fullest extent permitted by law, any action required or permitted to be taken at any annual or special meeting of the shareholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed, bearing the date of each signature, by the holder or holders of shares or party entitled to vote any shares, having not less than the minimum number of votes that would be necessary to take such action at any meeting or special meeting at which the holders of all shares entitled to vote on the action were present and voted.

**ARTICLE 11  
MAJORITY VOTES**

For any matter that the affirmative vote of the holders of a specified portion in excess of a majority, of the shares entitled to vote, or of the shares of any series or class, is required by the Texas Business Corporation Act, the affirmative vote of the holders of a majority of the shares entitled to vote, or of the series or class of shares, is sufficient.

**ARTICLE 12**

The number of shares of the corporation outstanding at the time of the adoption was one hundred ninety-three thousand, five hundred seventy (193,570); and the number of shares entitled to vote on the amendment was one hundred ninety-three thousand, five hundred seventy (193,570).

**ARTICLE 13**

The number of shares that voted for the amendment was one hundred thirty-five thousand, one hundred seventy-two (135,172); and the number of shares that voted against the amendment was zero (0).

Executed this 16<sup>th</sup> day of December, 1996.

MATRIX TELECOM, INC.

By: 

Title: Secretary



**Office of the  
Secretary of State  
Corporations Section**

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

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR  
REGISTERED AGENT OR BOTH BY A CORPORATION,  
LIMITED LIABILITY COMPANY OR LIMITED PARTNERSHIP**

1. The name of the entity is Matrix Telecom, Inc.  
The entity's charter/certificate of authority/file number is 01156915-00

2. The registered office address as PRESENTLY shown in the records of the Texas secretary of state is: 8721 Airport Freeway, North Richland Hills, TX 76180

3. A.  The address of the NEW registered office is: (Please provide street address, city, state and zip code. The address must be in Texas.)  
8721 Airport Freeway, Fort Worth, TX 76180

OR B.  The registered office address will not change.

4. The name of the registered agent as PRESENTLY shown in the records of the Texas secretary of state is Gary L. Friedman

5. A.  The name of the NEW registered agent is Michael Ussery  
OR B.  The registered agent will not change.

6. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical, as required by law.

7. The changes shown above were authorized by:  
Business Corporations may select A or B      Limited Liability Companies may select D or E  
Non-Profit Corporations may select A, B, or C      Limited Partnerships select F

- A.  The board of directors;
- B.  An officer of the corporation so authorized by the board of directors;
- C.  The members of the corporation in whom management of the corporation is vested pursuant to article 2.14C of the Texas Non-Profit Corporation Act;
- D.  Its members;
- E.  Its managers; or
- F.  The limited partnership.

Michael Ussery  
(Authorized Officer of Corporation)



# The State of Texas

## SECRETARY OF STATE CERTIFICATE OF MERGER

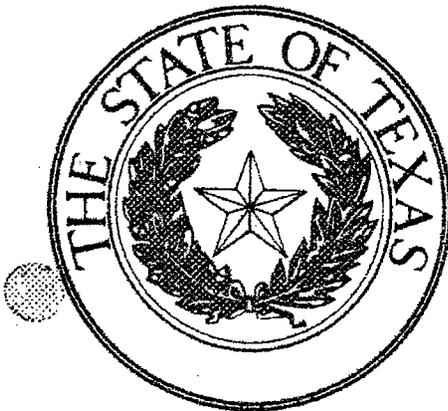
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

BEST CONNECTIONS, INC.  
A Texas corporation  
with  
MATRIX TELECOM, INC.  
A Texas corporation

have been received in this office and are 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 of Merger.

Filed            October 18, 1999

Effective       October 18, 1999



*Elton Bomer*  
Secretary of State

**ARTICLES OF MERGER**  
**OF**  
**BEST CONNECTIONS, INC.**  
**(Subsidiary Corporation)**  
**INTO**  
**MATRIX TELECOM, INC.**  
**(Parent Corporation)**

FILED  
 In the Office of the  
 Secretary of State of Texas  
 OCT 18 1999  
 Corporations Section

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, **MATRIX TELECOM, INC.**, a business corporation organized under the laws of the State of Texas and owning at least ninety percent of the shares of **BEST CONNECTIONS, INC.**, a business corporation organized under the laws of the State of Texas, hereby executes the following articles of merger.

1. The following is a copy of a resolution of **MATRIX TELECOM, INC.**, adopted by the Board of Directors on June 8, 1999, and in accordance with the laws of its jurisdiction and its constituent documents:

RESOLVED: The Corporation shall merge Best Connections, Inc., its wholly owned subsidiary, with and into itself and shall assume all of the obligations of Best Connections, Inc., pursuant to the provisions of the Texas Business Corporation Act.

2. The total number or percentage of outstanding shares identified by class, series or group of the subsidiary corporation(s) and the number or percentage of shares in each class, series or group owned by the parent corporation is:

Class, Series Percentage of Or Group	Number or Percentage of Shares Outstanding	Number or Shares Owned by Parent
common stock	1,000 shares	1,000 shares

3. **MATRIX TELECOM, INC.**, the surviving corporation hereby: (a) appoints the Texas Secretary of State as its agent for service of process to enforce an obligation or the rights of dissenting shareholders of each domestic

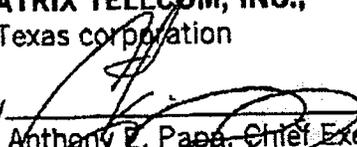
corporation that is a party to the merger; and (b) agrees that it will promptly pay to the dissenting shareholders of each domestic corporation which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Texas Business Corporation Act with respect to the rights of dissenting shareholders.

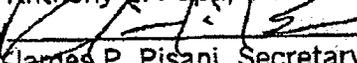
5. The surviving corporation will be responsible for the payment of all fees and franchise taxes of the merged corporation(s) and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

**Dated:** ~~XXXXXX, 1999~~  
SEPTEMBER 15, 1999

**PARENT CORPORATION**

**MATRIX TELECOM, INC.,**  
a Texas corporation

By   
Anthony E. Papa, Chief Executive Officer

By   
James P. Pisani, Secretary



## Office of the Secretary of State

### CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

Matrix Acquisition Holdings Corp.  
Foreign Business Corporation  
DE, USA  
[Entity not of Record, Filing Number Not Available]

Into

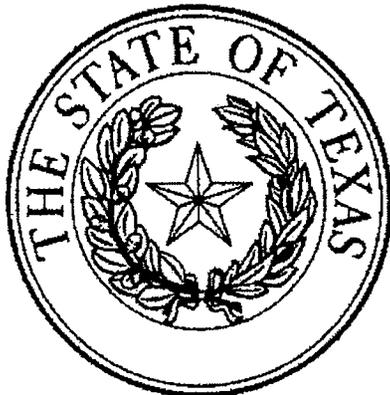
MATRIX TELECOM, INC.  
Domestic Business Corporation  
[Filing Number: 115691500]

have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated:12/31/2003

Effective:12/31/2003



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

Geoffrey S. Connor  
Secretary of State

FILED  
In the Office of the  
Secretary of State of Texas

DEC 31 2003

Corporations Section

ARTICLES OF MERGER  
OF  
MATRIX ACQUISITION HOLDINGS CORP.  
INTO  
MATRIX TELECOM, INC.

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned corporations do hereby certify that:

1. The name and state of incorporation of each of the constituent corporations are:
  - (a) Matrix Acquisition Holdings Corp., a Delaware corporation (the "Matrix Acquisition"); and
  - (b) Matrix Telecom, Inc., a Texas corporation (the "Surviving Corporation").
2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by the respective boards of directors and the shareholders of Matrix Acquisition and the Surviving Corporation.
3. The name of the surviving corporation is Matrix Telecom, Inc.
4. The articles of incorporation of the Surviving Corporation shall be the articles of incorporation of the surviving corporation.
5. The executed agreement of merger is on file at the principal place of business of the Surviving Corporation, 222 W. Las Colinas Boulevard, Suite 250, Irving, Texas 75039.
6. A copy of the agreement of merger will be furnished by the Surviving Corporation, on written request and without cost, to any shareholder of Matrix Acquisition or the Surviving Corporation.
7. For each of the parties to the agreement of merger, the number of shares outstanding and the designation and number of outstanding shares of each class or series of stock that are entitled to vote as a class on the agreement of merger are as follows:

<u>Name of Corporation</u>	<u>No. of Shares Outstanding</u>	<u>Entitled to Vote as a Class or Series</u>	
		<u>Designation of Class or Series</u>	<u>Number of Shares</u>
Matrix Acquisition Holdings Corp.	1,000	Common Stock, \$0.01 par value	1,000
Matrix Telecom, Inc.	3,880,987	Common Stock, \$0.01 par value	3,860,987

8. For each party to the merger, the number of shares that voted for and against the agreement of merger, and the number of each class or series that voted for and against the agreement of merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Entitled to Votes as a Class Class or Series</u>	<u>Number of Shares Entitled to Votes as a Class</u>	
		<u>Voted For</u>	<u>Voted Against</u>
Matrix Acquisition Holdings Corp.	Common Stock, \$0.01 par value	1,000	0
Matrix Telecom, Inc.	Common Stock, \$0.01 par value	3,860,987	0

9. The approval of the agreement of merger and performance of its terms were duly authorized by all action required by the laws of the states under which Matrix Acquisition and the Surviving Corporation were incorporated and by their respective constituent documents.

10. The Surviving Corporation will be responsible for the payment of all franchise taxes and fees and the Surviving Corporation will be obligated to pay such franchise taxes and fees if the same are not timely paid.

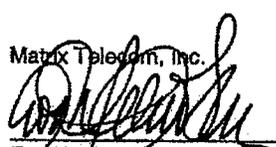
11. The merger of Matrix Acquisition into the Surviving Corporation shall be effective upon the date of the execution of these Articles of Merger, December 31, 2003.

IN WITNESS WHEREOF, Matrix Acquisition Holdings Corp. and Matrix Telecom, Inc. have caused these articles of merger to be signed by their respective authorized officers on December 31, 2003.

Matrix Acquisition Holdings Corp.

  
\_\_\_\_\_  
Eva M. Kalawski  
Vice President and Secretary

Matrix Telecom, Inc.

  
\_\_\_\_\_  
Eva M. Kalawski  
Vice President and Secretary

**AGREEMENT OF MERGER**

THIS AGREEMENT OF MERGER (this "Agreement") is made and entered into as of December 31, 2003 by and between Matrix Acquisition Holdings Corp., a Delaware corporation ("MAHC") and Matrix Telecom, Inc., a Texas corporation ("MATRIX" or, after the Effective Time (as defined in Article V hereof), the "Surviving Corporation").

WHEREAS, MAHC is a corporation organized and validly existing under the laws of the State of Delaware;

WHEREAS, MATRIX is a corporation organized and validly existing under the laws of the State of Texas;

WHEREAS, the Board of Directors and the shareholders of each of the parties have duly authorized the merger of MAHC with and into MATRIX pursuant to the terms of this Agreement (the "Merger");

WHEREAS, it is intended that the Merger be a non-taxable transaction for tax purposes; and

WHEREAS, all other conditions precedent to the Merger have been, or prior to the Effective Time will be, satisfied or validly waived;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

**ARTICLE I**  
**MERGER**

At the Effective Time, MAHC shall be merged with and into MATRIX, the separate existence of MAHC shall cease, MATRIX shall continue in existence as the Surviving Corporation, and the Merger shall in all respects have the effects provided for by the Texas Business Corporation Act.

Prior to the Effective Time, MAHC and MATRIX shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time after the Effective Time, MATRIX shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper former officers or other agents of MAHC shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all such additional things necessary or proper to carry out the provisions hereof.

**ARTICLE II**  
**TERMS OF MERGER**

At the Effective Time, all of the shares of MAHC's common stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the officers or directors of MAHC be converted into the right to receive an equal number of shares of MATRIX.

At the Effective Time, all of the shares of MATRIX's common stock issued and outstanding immediately prior to the Effective Time shall be cancelled and retired.

**ATTACHMENT D**

**CERTIFICATE OF GOOD STANDING ISSUED  
BY THE SECRETARY OF STATE OF IDAHO**

07922

# State of Idaho

## Department of State

CERTIFICATE OF AUTHORITY  
OF

MATRIX TELECOM, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MATRIX TELECOM, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to MATRIX TELECOM, INC. to transact business in this State under the name MATRIX TELECOM, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: March 16, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By *Meryl Redries*

# APPLICATION FOR CERTIFICATE OF AUTHORITY

92 MAR 16 PM 2 38

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Matrix Telecom, Inc.
2. The name which it shall use in Idaho is Matrix Telecom, Inc.  
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Texas
4. The date of its incorporation is June 13, 1990 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 9003 Airport Freeway, Suite 340, Fort Worth, Texas 76180
6. The address to which correspondence should be addressed, if different from that in Item 5.  
\_\_\_\_\_
7. The street address of its proposed registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: To provide telecommunication services and all other legal acts

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State  
Division of Corporations  
Statehouse, Room 203  
Boise, Idaho 83720

Secretary of State use only

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Dennis Miga	President	9003 Airport Frwy, Suite 340, Ft. Worth, TX
Pat Miga	Sec/Tres.	9003 Airport Frwy, Suite 340, Ft. Worth, TX

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 3/11/92

Matrix Telecom, Inc.

(Corporation name)

By

Dennis Miga  
President/Vice President (please specify)

and

Patricia Miga  
Secretary/Assistant Secretary (please specify)

STATE OF Texas )  
COUNTY OF Tarrant ) ss:

I, Kathy E. Lawson, a notary public, do hereby certify that on this 11th day of March, 19 92, personally appeared before me Dennis Miga, who being by me first duly sworn, declared that (s)he is the President of Matrix Telecom, Inc.

that (s)he signed the foregoing documents as President of the corporation and that the statements therein contained are true.



Kathy E. Lawson  
Notary Public

**ATTACHMENT E**

**MATRIX'S AUDITED FINANCIAL  
STATEMENT FOR 2005 AND  
ITS BALANCE SHEETS FOR 2006**

**CONFIDENTIAL – FILED UNDER SEAL**