

MERGER

DELAYED EFFECTIVE DATE

1-1-91

ARTICLES OF MERGER

901110590

Pursuant to the provisions of the Washington Business Corporation Act and the Colorado Corporation Code, the undersigned corporations adopt the following Articles of Merger:

First: The Plan of Merger approved by the shareholder of each of the undersigned corporations is as follows:

PLAN OF MERGER

1. Agreement of Merger. Pacific Northwest Bell Telephone Company, a Washington corporation (hereinafter referred to as "Pacific Northwest Bell"), shall be merged into The Mountain States Telephone and Telegraph Company, a Colorado corporation (hereinafter referred to as "Mountain Bell").

2. Effect of Merger. On the effective date of this merger:

a. The corporations which are parties to this Plan of Merger shall become a single corporation, Mountain Bell, which is designated as the surviving corporation.

b. The separate existence of Pacific Northwest Bell shall cease.

c. Mountain Bell shall have the rights, privileges, immunities, and powers, and shall be subject to all the duties and liabilities of a corporation organized under the Colorado Corporation Code.

d. Mountain Bell shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as a private nature, of either Pacific Northwest Bell or Mountain Bell, and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action; and every other interest of or belonging to or due to either Pacific Northwest Bell or Mountain Bell shall be deemed to be transferred to and vested in Mountain Bell without further act or deed; and the title to any real estate, or any interest therein, vested in either Pacific Northwest Bell or Mountain Bell shall not revert or be in any way impaired by reason of the merger. Such transfer to and vesting in Mountain Bell shall be deemed to occur by operation of law, and no consent or approval of any other person shall be required in connection

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with any such transfer or vesting unless such consent or approval is specifically required in the event of merger by law or by express provision in any contract, agreement, decree, order, or other instrument to which either Pacific Northwest Bell or Mountain Bell is a party or by which it is bound.

e. Mountain Bell shall thenceforth be responsible and liable for all the liabilities and obligations of Pacific Northwest Bell and Mountain Bell; and any claim existing or action or proceeding, whether civil or criminal, pending by or against either of such corporations may be prosecuted as if the merger had not taken place, or Mountain Bell may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any such corporations shall be impaired by such merger.

f. The shares of Pacific Northwest Bell shall cease to exist. The holder of such shares shall thereafter be entitled only to the shares, obligations, other securities, cash, or other property into which they have been converted or for which they have been exchanged in accordance with the plan.

3. Conversion of Shares. The manner and basis of converting the shares of each corporation into shares or other securities or obligations of the surviving corporation or of any other corporation or into cash or other property, or any combination of such shares or other securities, obligations, cash, or other property is as follows:

a. On the effective date of this merger, all of the issued and outstanding shares of capital stock in Pacific Northwest Bell shall be surrendered and cancelled. The issued and outstanding shares of capital stock of Mountain Bell shall not be converted as a result of this merger and shall remain unchanged.

b. No fractional shares shall be issued by reason of the conversion and exchange of shares, and any fractional interests arising in either constituent corporation shall be eliminated by purchase by Mountain Bell.

4. Articles of Incorporation. The Articles of Incorporation of Mountain Bell shall continue in full force and effect and are not changed or amended by this Plan of Merger.

5. Transfer of Property. Pacific Northwest Bell agrees that from time to time and as and when requested by Mountain Bell or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments, assignments, assurances in the law, or take such action as

Mountain Bell may deem necessary or desirable to vest in and confirm Mountain Bell's title to and possession of any property of Pacific Northwest Bell acquired or to be acquired by reason of the merger herein provided for, and its proper officers and Directors shall and will execute and do all such acts and things and execute such papers and documents as are necessary or proper to carry out the purposes of this merger.

6. Approval by Directors and Shareholder. This Plan of Merger shall be approved by the Board of Directors of each corporation by adopting a resolution setting forth the Plan of Merger and directing that the plan be submitted to a vote at a meeting of its shareholder.

7. Effective Date. The merger shall be effective as soon as possible, consistent with the best interests of the parties hereto, after such shareholder, debentureholder, and regulatory approval as is necessary has been obtained.

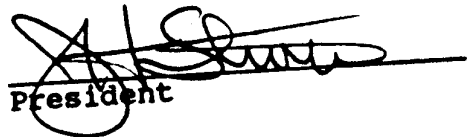
Second: As to each of the undersigned corporations, the Plan of Merger was approved by a unanimous vote of the shareholder, which vote was sufficient for approval.

Third: These Articles of Merger are to become effective on January 1, 1991 (for tax purposes, the merger will be effective as of the close of business on December 31, 1990).

Dated: December 24, 1990


PACIFIC NORTHWEST BELL TELEPHONE COMPANY

By: 
Assistant Secretary

By: 
President

THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY

By: 
Secretary

By: 
President

VERIFICATION

STATE OF Washington)
COUNTY OF King) ss.

Before me, J. W. Stone, a Notary Public in and for said County and State, personally appeared James H. Stever who acknowledged before me that he signed the foregoing Articles of Merger as the President of Pacific Northwest Bell Telephone Company and that the facts contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of December, 1990.

Delores A. Westhoff
Notary Public

13717- 51st Avenue, SE
Everett, WA 98208
Address

My Commission Expires: October 9, 1991

VERIFICATION

STATE OF COLORADO)
COUNTY OF Denver) ss.

Before me, Susan A. Miller, a Notary Public in and for said County and State, personally appeared A. Gary Ames who acknowledged before me that he signed the foregoing Articles of Merger as the President of The Mountain States Telephone and Telegraph Company and that the facts contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of December, 1990.



Susan A. Miller
Notary Public
1564 E. Girard Pl., #1024
Englewood, CO 80110
Address

My Commission Expires: 03/29/93

WITH CHANGE OF NAME AMENDMENT

OTHER AMENDMENTS

DOMESTIC

FOREIGN

PROFIT

NONPROFIT

MERGER

PACIFIC NORTHWEST BELL TELEPHONE COMPANY
Name of merging corporation

(WASHINGTON NON-QUAL CORPORATION)
State of Incorporation

AND

Name of merging corporation

State of Incorporation

AND

Name of merging corporation

State of Incorporation

INTO

THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY DP871054618
Name of surviving corporation

(COLORADO CORPORATION)
State of Incorporation

Name change of survivor (If applicable)

DELAYED EFFECTIVE DATE

1-1-91

1. Please complete the above information and submit with merger document.
2. If more than three corporations are merging into the survivor, please use an additional page.
3. Foreign corporations filing a certificate of merger (no Colorado corporation involved in merger) show only names of merging corporations that are authorized to conduct business in Colorado. The survivor's corporate name must be stated whether or not it is authorized to conduct business in Colorado.