

**NORTHSTAR TELECOM
1101 HILLS ROAD
FREMONT, NEBRASKA 68025**

RECEIVED

JAN 26 2005

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

January 19, 2005

Dear Mrs. Kolbo,

Please accept my apologies for the delay of the IXC fee and the support documentation for our SD Sec. of State info. We look forward to moving ahead with South Dakota and appreciate your patience. As stated on our call, I am going to handle this filing to "get by the learning curve". I appreciate your assistance and if you have any questions regarding Northstar Telecom please do not hesitate to contact me on 402-753-0057 ext. 3006.

Thank you,



Tom C. Jones
Executive Director

MIDWEST MARKETING GROUP, INC.

1101 HILLS ROAD
FREMONT, NE 68025
(402) 753-0057

7819

76-11/1049

DATE 1/19/05

PAY
TO THE
ORDER OF

South Dakota Public Utilities Commission

\$ 250⁰⁰

Two hundred fifty dollars & ⁰⁰/₁₀₀

DOLLARS

Security
Features
Included.
Details on back

FIRST STATE BANK
FREMONT, NE 68025

FOR

IXC fee - Norntstar

Leri O. Baker
Mark O. Baker

⑈007819⑈ ⑆104900116⑆ ⑈43 441 8⑈

MP



Secretary of State
 State Capitol
 500 E. Capitol Ave.
 Pierre SD 57501
 Phone 605-773-4845
 Fax 605-773-4550

FILE NO. _____

RECEIPT NO. _____

Application for Certificate of Authority

Pursuant to the provisions of SDCL 47-8-7, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of South Dakota and for that purpose submits the following statement:

(1) The name of the corporation is NORTHSTAR TELECOM, INC.
(exact corporate name)

(2) If the name of the corporation does not contain the word "corporation", "company", "incorporated" or "limited" or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this state is _____

(3) State where incorporated Nebraska Federal Taxpayer ID# 20-1359662

(4) The date of its incorporation is July 2, 2004 and the period of its duration, which may be perpetual, is Perpetual

(5) The address of its principal office in the state or country under the laws of which it is incorporated is 1425 Walnut Drive, Arlington, NE 68025 Zip Code _____
 mailing address if different from above is: _____ Zip Code _____

(6) The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is c/o Marilyn Person 819 West Third Pierre SD Zip Code 57501
 and the name of its proposed registered agent in the State of South Dakota at that address is TCS Corporate Services, Inc.

(7) The purposes which it proposes to pursue in the transaction of business in the State of South Dakota are: (state specific purpose)
Provide Telecommunication Services

(8) The names and respective addresses of its directors and officers are:

Name	Officer Title	Street Address	City	State	Zip
<u>See Attached</u>					

(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:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>1500</u>	<u>common</u>		<u>.10</u>

(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:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
1500	common		.10

(11) The amount of its stated capital is \$ 150
Shares issued times par value equals stated capital. In the case of no par value stock, stated capital is the consideration received for the issued shares.

(12) This application is accompanied by a CERTIFICATE OF FACT or a CERTIFICATE OF GOOD STANDING duly acknowledged by the Secretary of State or other officer having custody of corporate records in the state or country under whose laws it is incorporated.

(13) That such corporation shall not directly or indirectly combine or make any contract with any incorporated company, foreign or domestic, through their stockholders or the trustees or assigns of such stockholders, or with any copartnership or association of persons, or in any manner whatever to fix the prices, limit the production or regulate the transportation of any product or commodity so as to prevent competition in such prices, production or transportation or to establish excessive prices therefor.

(14) That such corporation, as a consideration of its being permitted to begin or continue doing business within the State of South Dakota, will comply with all the laws of the said State with regard to foreign corporations.

The application must be signed, in the presence of a notary public, by the chairman of the board of directors, or by the president or by another officer.

I DECLARE AND AFFIRM UNDER THE PENALTY OF PERJURY THAT THIS APPLICATION IS IN ALL THINGS, TRUE AND CORRECT.

X Dated Jan 17 20 05

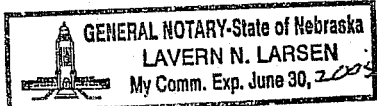
X Matt O'Flaherty
(Signature)
President
(Title)

STATE OF Nebraska
COUNTY OF Dodge

I, Lavern N. Larsen, a notary public, do hereby certify that on this 17th day of January 20 05, personally appeared before me Matt O'Flaherty who, being by me first duly sworn, declared that he/she is the President of NORTHSTAR TELECOM, INC., that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

June 30, 2005
My Commission Expires

X Lavern N. Larsen
(Notary Public)



Notarial Seal

The Consent of Appointment below must be signed by the registered agent listed in number six.

Consent of Appointment by the Registered Agent

I, TCS Corporate Services, Inc., hereby give my consent to serve as the registered
(name of registered agent)
agent for NORTHSTAR TELECOM, INC.
(corporate name)

Dated _____ 20 _____

(signature of registered agent)

The proper filing fee must accompany the application. Make checks payable to the Secretary of State.

FEE SCHEDULE

Authorized capital stock of	25,000	or less	\$ 90
Over \$25,000 and not exceeding	100,000		110
Over \$100,000 and not exceeding	500,000		130
Over \$500,000 and not exceeding	1,000,000		150
Over \$1,000,000 and not exceeding	1,500,000		200
Over \$1,500,000 and not exceeding	2,000,000		250
Over \$2,000,000 and not exceeding	2,500,000		300
Over \$2,500,000 and not exceeding	3,000,000		350
Over \$3,000,000 and not exceeding	3,500,000		400
Over \$3,500,000 and not exceeding	4,000,000		450
Over \$4,000,000 and not exceeding	4,500,000		500
Over \$4,500,000 and not exceeding	5,000,000		550

For each additional \$500,000, \$40 in addition to \$550.

For purposes only of computing fees under this section, the dollar value of each authorized share having a par value shall be equal to par value and the value of each authorized share having no par value shall be equal to one hundred dollars per share. The maximum amount charged under this subdivision may not exceed sixteen thousand dollars.

FILING INSTRUCTIONS:

The application must be signed, in the presence of a notary public, by the chairman of the board of directors, or its president, or any other officer. **One original and one photocopy of the application must be submitted.**

The application must be accompanied by an original, currently dated, **CERTIFICATE OF FACT** or a **CERTIFICATE OF GOOD STANDING** from the Secretary of State in the state where incorporated. A photocopy of a certificate is not acceptable. It should be dated within ninety (90) days of submitting it to our office.

South Dakota law requires every corporation to continuously maintain a resident of this state as the registered agent (number six on the application). The registered agent's address is considered the registered office address of the corporation in South Dakota. A complete street address must be listed for service of process.

The Consent of Registered Agent portion must be signed by the South Dakota registered agent.

Mail the application, certificate, and filing fee to the Secretary of State, Corporate Division, 500 E. Capitol Avenue, Pierre, SD 57501-5070. The duplicate and a Certificate of Authority will be returned for your records.