



0000102597

DAVID WM, WEST

LAW OFFICES OF

DAVID WM. WEST, P.C.

1340 EAST MISSOURI AVE.
PHOENIX, ARIZONA 85014

RECEIVED

TELEPHONE
(602) 263-7891
FAX
(602) 263-5031

April 12, 2002

2002 APR 12 A 9 23

To: Docket Control Center
ARIZONA CORPORATION COMMISSION
1200 West Washington Street
Phoenix, Arizona 85007-2927

**AZ CORP COMMISSION
DOCUMENT CONTROL**

Re: Application of OCMC, Inc., to transfer the existing
Certificate of Convenience and Necessity of
One Call Communications, Inc./ Opticom.

**T-04103A-02-0274
T-02565A-02-0274**

Dear Sir or Madam:

Submitted herewith are an original and ten (10) copies of the following supplements to the Application of OCMC, Inc., which Application was received by you on April 9, 2002:

1. Indiana Secretary of State Certificate Of Incorporation of OCMC, Inc., with its Articles Of Incorporation;
2. Indiana Secretary of State Certificate Of Restatement Of Articles Of Incorporation of OCMC, Inc., with its Restated Articles Of Incorporation; and,
3. Two Indiana Secretary of State Certificates Of Assumed Business Names of OCMC, Inc., with its Certificates.

Respectfully submitted,

David Wm. West
Attorney for Applicant OCMC, Inc.

Encls.

C: Ann C. Bernard, General Counsel
One Call Communications

DWW/rmm
ACC..ltr3

Arizona Corporation Commission
DOCKETED
APR 12 2002

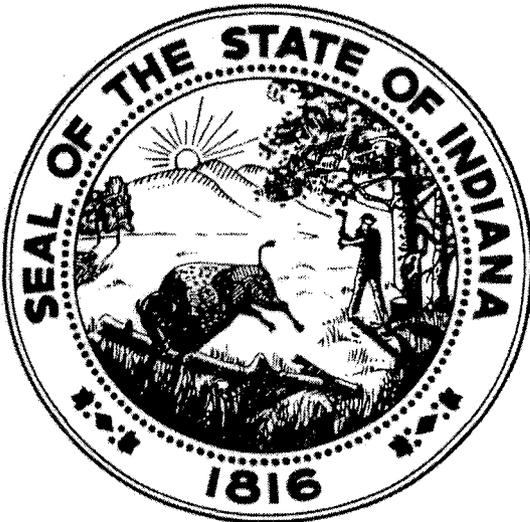
DOCKETED BY

**State of Indiana
Office of the Secretary of State**

**CERTIFICATE OF INCORPORATION
of
OCMC, INC.**

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, January 10, 2002.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, January 10, 2002.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

2002011400367

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INDIANA SECRETARY
OF STATE

ARTICLES OF INCORPORATION
OF
OCMC, INC.

2002 JAN 10 PM 4: 22

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Business Corporation Law, as amended (hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is OCMC, Inc.

APPROVED
AND
FILED
IND. SECRETARY OF STATE

ARTICLE II

Purposes

The purpose for which the Corporation is formed is to conduct any and all lawful business and activities for which corporations may be incorporated under the Act.

ARTICLE III

Shares

Section III.1. Number. The total number of shares which the Corporation is authorized to issue is Eleven Million (11,000,000) shares.

Section III.2. Classes. There shall be two (2) classes of shares of the Corporation. One class shall be designated as "Common Shares" and shall consist of Ten Million (10,000,000) of the authorized shares, and the other class shall be designated as "Preferred Shares" and shall consist of One Million (1,000,000) of the authorized shares.

Section III.3. Relative Rights, Preferences, Limitations and Restrictions of Shares.

(a) Common Shares. Except to the extent granted to the Preferred Shares, the Common Shares shall have all of the rights accorded to shares under the Act, including but not limited to voting rights and all rights to distribution of the net assets of the Corporation upon dissolution.

(b) Preferred Shares. The Board of Directors may create one or more series of Preferred Stock and may determine, in whole or in part, the preferences, limitations, restrictions and relative voting and other rights of each series of Preferred Stock before the issuance of shares of that series.

Section III.4. Voting Rights of Common Shares. Each holder of Common Shares shall be entitled to one (1) vote for each share owned of record on the books of the Corporation on each matter submitted to a vote of the holders of Common Shares.

ARTICLE IV

Registered Office and Registered Agent

Section IV.1. Registered Office. The street address of the Corporation's initial registered office is Ice Miller, One American Square, Box 82001, Indianapolis, IN 46282.

Section IV.2. Registered Agent. The name of the Corporation's initial registered agent at such registered office is Steven K. Humke.

ARTICLE V

Incorporator

The name and address of the incorporator of the Corporation are:

Name

Address

Joseph P. Schaffer

Bank One Center/Circle
111 Monument Circle
Suite 600
Indianapolis, IN 46204

ARTICLE VI

Board of Directors

Section VI.1. Number. The total number of directors shall be that specified in or fixed in accordance with the bylaws. The bylaws may provide for staggering the terms of directors by dividing the directors into two (2) or three (3) groups, as provided in the Act.

ARTICLE VII

Indemnification

Section VII.1. Rights to Indemnification and Advancement of Expenses.

(a) The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was

- (i) a member of the Board of Directors of the Corporation,
- (ii) an officer of the Corporation, or
- (iii) while a director or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, member, manager, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not,

(each an "Indemnitee") against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, against reasonable expenses incurred by the Indemnitee in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

(b) Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.

(c) The indemnification provided under this Article shall apply to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

Section VII.2. Other Rights Not Affected. Nothing contained in this Article shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any individual who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Therefore, indemnification shall be

provided in accordance with this Article irrespective of the nature of the legal or equitable theory upon which a claim is made, including without limitation negligence, breach of duty, mismanagement, corporate waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities laws, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal laws.

Section VII.3. Definitions. For purposes of this Article:

(a) The term "director" means an individual who is or was a member of the Board of Directors of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, member, manager, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. A director is considered to be serving an employee benefit plan at the Corporation's request if the director's duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. The term "director" includes, unless the context requires otherwise, the estate or personal representative of a director.

(b) The term "expenses" includes all direct and indirect costs (including without limitation counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

(c) The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(d) The term "party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(e) The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

IN WITNESS WHEREOF, the undersigned incorporator designated in Article V executes these Articles of Incorporation and hereby verifies subject to penalties of perjury that the facts contained herein are true.

Dated this 10th day of January, 2002.



Joseph P. Schaffer, Incorporator

This instrument was prepared by Michelle Molin, Attorney at Law, ICE MILLER, One American Square, Box 82001, Indianapolis, Indiana 46282-0002.

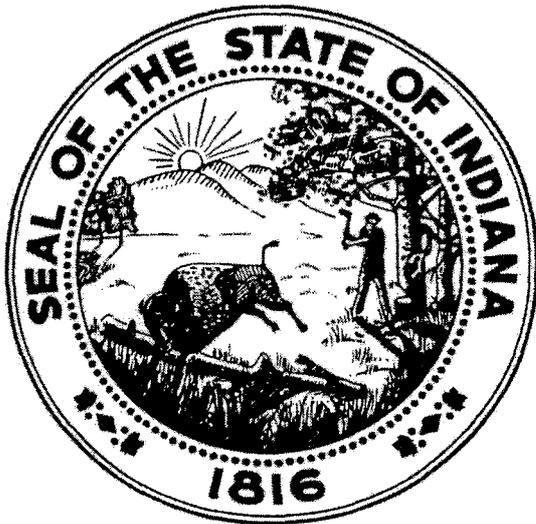
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State of Indiana
Office of the Secretary of State

CERTIFICATE OF RESTATEMENT OF ARTICLES OF INCORPORATION
of
OCMC, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Restatement of Articles of Incorporation of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, January 30, 2002.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, January 30, 2002.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

APPROVED
* *
FILED

INDIANA SECRETARY OF STATE

ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
OCMC, INC.

Wpu
2002/1/29/0367

2002 JAN 30 PM 1:15

In compliance with the requirements of the Indiana Business Corporation Law, as amended (the "IBCL"), OCMC, Inc., an Indiana corporation (the "Corporation"), desiring to amend and restate its Articles of Incorporation, hereby certifies as follows:

FIRST. Name. The name of the Corporation is, and following the amendment and restatement effected hereby continues to be, OCMC, Inc.

SECOND. Amendment and Restatement. The Articles of Incorporation of the Corporation are hereby amended and restated so that, as amended and restated, such Articles shall read in their entirety as set forth on Annex I attached hereto and incorporated by reference herein.

THIRD. Date and Manner of Adoption. By a Unanimous Written Consent dated as of January 29, 2002, the Board of Directors of the Corporation duly adopted resolutions approving the foregoing amendment and restatement and recommending that it be submitted to a vote of the shareholders of the Corporation. By a Unanimous Written Consent dated as of January 29, 2002, the holder of 100 Common Shares of the Corporation, being all of the shares of capital stock of the Corporation outstanding and entitled to vote with respect thereto, duly adopted resolutions approving the amendment and restatement in accordance with IC 23-1-38-3(e).

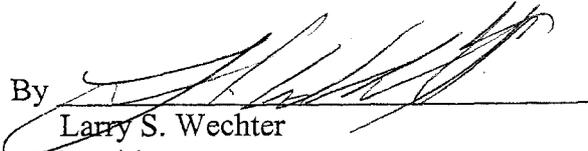
FOURTH. Legal Compliance. The manner of adoption of the foregoing amendment and restatement by the Corporation's Board of Directors and shareholders constitutes full legal compliance with the IBCL and the Corporation's Articles of Incorporation and By-Laws.

FIFTH. Effective Time. The effective time of the amendment and restatement hereby effected shall be immediately upon the date and time at which these Articles of Restatement are filed with the office of the Secretary of State of the State of Indiana.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Restatement to be signed on its behalf by the undersigned duly authorized officer as of January 29, 2002.

OCMC, INC.

By


Larry S. Wechter
President

**RESTATED ARTICLES OF INCORPORATION
OF
OCMC, INC.**

The undersigned Indiana corporation, desiring to amend and restate its Articles of Incorporation in compliance with the requirements of the Indiana Business Corporation Law, as amended (the "Act"), hereby certifies as follows:

ARTICLE I

Name

The name of the Corporation is OCMC, Inc. (the "Corporation").

ARTICLE II

Purposes

The purpose for which the Corporation is formed is to conduct any and all lawful business and activities for which corporations may be incorporated under the Act.

ARTICLE III

Shares

Section 3.1. Authorized Number and Classes of Shares. The total number of shares of capital stock which the Corporation shall have authority to issue is 12,000,000 shares, consisting of 11,500,000 shares of Class A Common Stock, without par value (the "Class A Common Stock"), and 500,000 shares of Class B Common Stock, without par value (the "Class B Common Stock").

Section 3.2. Rank; Liquidation Rights. With respect to rights upon liquidation, winding up or dissolution of the Corporation, the shares of Class A Common Stock shall rank prior to the shares of Class B Common Stock, to the extent and upon the terms and conditions set forth in this Section 3.2. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Class A Common Stock and the holders of Class B Common Stock shall be entitled to share, ratably in proportion to the relative numbers of shares of Class A Common Stock and Class B Common Stock held by them in all assets of the Corporation available for distribution to its shareholders; provided, however, that if the aggregate amount of cash, securities or other property (valued at its fair market value as provided below), or combination thereof, available for distribution to the holders of the Class A Common Stock and Class B Common Stock is less than or equal to \$5,058,824, then such assets shall be distributed as follows:

(a) First, the holders of Class A Common Stock shall be entitled to receive, out of the assets of the Corporation available for distribution to shareholders and before any distributions in respect of the Class B Common Stock, an amount in cash, securities or other property (valued at its fair market value), or a combination thereof, equal to an aggregate amount of \$4,700,000 (the "Class A Liquidation Preference"). If upon any liquidation, dissolution or winding up of the Corporation, the Class A Liquidation Preference is not paid in full, the holders of Class A Common Stock shall share ratably in any such distribution of assets in proportion to the relative numbers of shares of Class A Common Stock held by them; and

(b) Second, after payment of the full amount of the Class A Liquidation Preference, the holders of Class B Common Stock shall be entitled to receive, out of the remaining assets of the Corporation available for distribution to shareholders, an amount in cash or property (valued at its fair market value), or a combination thereof, equal to an aggregate amount of \$358,824 (the "Class B Liquidation Preference"). If upon any liquidation, dissolution or winding up of the Corporation, the Class B Liquidation Preference is not paid in full, the holders of Class B Common Stock shall share ratably in any such distribution of assets in proportion to the relative numbers of shares of Class B Common Stock held by them.

Unless the holders of a majority of the outstanding shares of Class A Common Stock and the holders of a majority of the outstanding shares of Class B Common Stock otherwise consent in writing, for purposes of this Section 3.2, a liquidation of the Corporation shall be deemed to have occurred upon the consummation of a (i) any merger, consolidation, reorganization, recapitalization or other transaction or series of related transactions as a result of which the persons holding a majority of voting power of the Company's equity securities cease to own at least 50% of the equity securities of the surviving person or entity or (ii) the acquisition, directly or indirectly, by any person or entity in any transaction or series of related transactions of all or substantially all of the assets of the Company (it being understood that the sale or other disposition of assets constituting more than 50% of the fair market value of the Company assets will constitute "substantially all" of the Company's assets).

Section 3.3. Voting Rights. Except as otherwise required by the Act, the shares of Class A Common Stock and Class B Common Stock shall have equal and unlimited voting rights and each outstanding share of Class A Common Stock and each outstanding share of Class B Common Stock shall, when validly issued by the Corporation, entitle the record holder thereof to one vote on all matters submitted to a vote of the shareholders of the Corporation.

Section 3.4. Conversion of Class B Common Stock. At any time upon or after the later of (i) December 31, 2003 and (ii) the determination of the Board of Directors in good faith that, if the Corporation were to be liquidated, dissolved and wound up, the aggregate amount of cash, securities or other property (valued at its fair market value), or combination thereof, available for distribution to the holders of the Class A Common Stock and Class B Common Stock would be more than \$5,058,824, then the Corporation shall have the right, at its option, to convert all, but not less than all, of the shares of Class B Common Stock into shares of Class A Common Stock, subject to the following terms and conditions:

(a) The shares of Class B Common Stock shall be convertible into shares of Class A Common Stock at a ratio (the "Conversion Ratio") of one full share of Class A Common Stock (or fraction thereof) for each one full share of Class B Common Stock (or like fraction thereof); provided, however, that in case the Corporation shall (i) pay a dividend or make a distribution on its outstanding shares of Class A Common Stock in shares of its capital stock, (ii) subdivide its outstanding Class A Common Stock, (iii) combine its outstanding Class A Common Stock into a smaller number of shares of Class A Common Stock, or (iv) issue by reclassification of its Class A Common Stock (whether pursuant to a merger or consolidation or otherwise) any other shares of the Corporation, and such dividend, distribution, subdivision, combination or reclassification is not applied or effected ratably with respect to the Class B Common Stock (as is required by Section 3.5 below), then the Conversion Ratio in effect immediately prior the happening of such event shall be adjusted so that the holder of any share of Class B Common Stock thereafter surrendered for conversion shall be entitled to receive the number of shares of the Corporation which such holder would have owned or have been entitled to receive after the happening of such event, had such share of Class B Common Stock been converted immediately prior to the happening of such event. Except as provided above, no allowance or adjustment shall be made in respect of accrued dividends on either the Class B Common Stock or the Class A Common Stock.

(b) If the Corporation desires to convert the Class B Common Stock into Class A Common Stock, following the adoption of a duly authorized resolution of the Corporation's Board of Directors to that effect, the Corporation shall mail written notice of such conversion to each record holder of the Class B Common Stock at such holder's address as it appears on the stock records of the Corporation. Such notice shall be mailed not less than 10 days nor more than 60 days prior to the date fixed for such conversion and shall specify (i) the date fixed for conversion (the "Conversion Date"), (ii) the Conversion Ratio and (iii) the place where certificates for the shares of Class B Common Stock are to be surrendered as provided below. Notice having been given as aforesaid, all shares of Class B Common Stock shall, automatically and without any action on the part of the holders thereof, be deemed to have been converted into shares of Class A Common Stock immediately prior to the close of business on the Conversion Date, and the holders thereof shall be treated for all purposes as the record holders of such Class A Common Stock at such time. Each holder of a certificate formerly representing one or more shares of Class B Common Stock shall be entitled to receive, promptly upon the surrender thereof to the Corporation duly endorsed or assigned to the Corporation or in blank, without any cost to such holder, a new certificate representing the like number of shares of Class A Common Stock; provided, however, that until so surrendered, each certificate formerly representing one or more shares of Class B Common Stock shall be deemed for all corporate purposes to evidence the ownership of the like number of shares of Class A Common Stock into which such shares have been converted. Shares of Class A Common Stock issued upon conversion of the shares of Class B Common Stock shall be fully paid and nonassessable upon the issuance thereof.

(c) The Corporation shall at all times reserve and keep available, free from preemptive rights, out of the aggregate of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Class B Common Stock, the number of shares of Class A Common Stock issuable upon the conversion of all shares of Class B Common Stock then outstanding.

Section 3.5. Other Terms of Shares. Except as otherwise expressly provided in Sections 3.2, 3.3 and 3.4, the shares of Class A Common Stock and the shares of Class B Common Stock shall be equal in every respect insofar as their relationship to the Corporation is concerned (but such equality of rights shall not imply equality of treatment as to redemption or other acquisition of shares by the Corporation). Without limitation, the holders of Class A Common Stock and the holders of Class B Common Stock shall be entitled to share ratably in such dividends or other distributions (other than purchases, redemptions or other acquisitions of shares by the Corporation), if any, as are declared and paid from time to time at the discretion of the Board of Directors, in proportion to the relative numbers of shares of Class A Common Stock and Class B Common Stock held by them. In case the Corporation shall at any time (i) pay a dividend or make a distribution on its outstanding shares of Class A Common Stock or Class B Common Stock in shares of its capital stock, (ii) subdivide its outstanding Class A Common Stock or Class B Common Stock, (iii) combine its outstanding Class A Common Stock or Class B Common Stock into a smaller number of shares, or (iv) issue by reclassification of its Class A Common Stock or Class B Common Stock (whether pursuant to a merger or consolidation or otherwise) any other shares of the Corporation, then such dividend, distribution, subdivision, combination or reclassification shall be applied or effected ratably with respect to both the Class A Common Stock and the Class B Common Stock.

Section 3.6. Determinations of Fair Market Value. Whenever these Articles of Incorporation require a determination of the fair market value of any securities or other property except cash, the fair value thereof shall be determined in good faith by the Board of Directors irrespective of any accounting treatment, whose determination shall be evidenced by a duly adopted resolution of the Board of Directors and shall be conclusive.

ARTICLE IV

Registered Office and Registered Agent

Section 4.1. Registered Office. The street address of the Corporation's registered office is Ice Miller, One American Square, Box 82001, Indianapolis, IN 46282.

Section 4.2. Registered Agent. The name of the Corporation's initial registered agent at such registered office is Steven K. Humke.

ARTICLE V

Board of Directors

Section 5.1. Number. The total number of directors shall be that specified in or fixed in accordance with the bylaws. The bylaws may provide for staggering the terms of directors by dividing the directors into two (2) or three (3) groups, as provided in the Act.

ARTICLE VI

Indemnification

Section 6.1. Rights to Indemnification and Advancement of Expenses.

(a) The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was

- (i) a member of the Board of Directors of the Corporation,
- (ii) an officer of the Corporation, or
- (iii) while a director or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, member, manager, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not,

(each an "Indemnitee") against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, against reasonable expenses incurred by the Indemnitee in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

(b) Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.

(c) The indemnification provided under this Article shall apply to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

Section 6.2. Other Rights Not Affected. Nothing contained in this Article shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any individual who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Therefore, indemnification shall be provided in accordance with this Article irrespective of the nature of the legal or equitable theory upon which a claim is made, including without limitation negligence, breach of duty,

mismanagement, corporate waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities laws, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal laws.

Section 6.3. Definitions. For purposes of this Article:

(a) The term "director" means an individual who is or was a member of the Board of Directors of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, member, manager, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. A director is considered to be serving an employee benefit plan at the Corporation's request if the director's duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. The term "director" includes, unless the context requires otherwise, the estate or personal representative of a director.

(b) The term "expenses" includes all direct and indirect costs (including without limitation counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

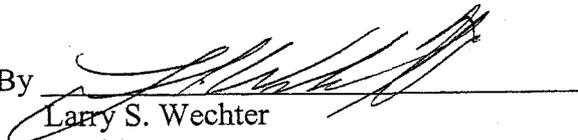
(c) The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(d) The term "party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(e) The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

IN WITNESS WHEREOF, the Corporation has caused these Restated Articles of Incorporation to be signed on its behalf by the undersigned duly authorized officer as of January 29, 2002.

OCMC, INC.

By 
Larry S. Wechter
President

State of Indiana
Office of the Secretary of State

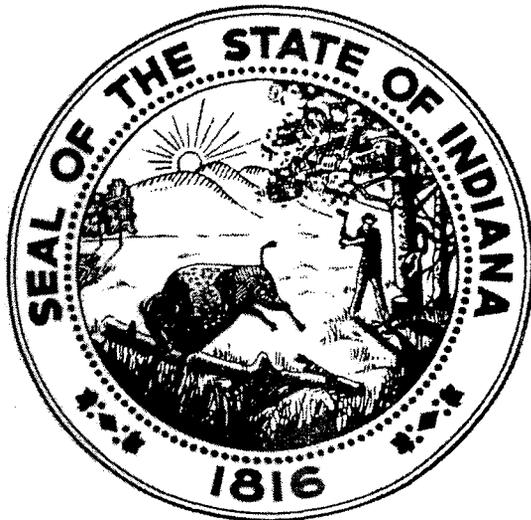
CERTIFICATE OF ASSUMED BUSINESS NAME
of
OCCMC, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Certificate of Assumed Business Name of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

Following said transaction the entity named above will be doing business under the assumed business name(s) of:

ONE CALL COMMUNICATIONS, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, February 08, 2002.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 8, 2002.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

2002011400369 PV

RECEIVED
CORPORATIONS DIV.
JAN 16 9:37
SUE ANNE GILROY



CERTIFICATE OF ASSUMED BUSINESS NAME (All Corporations)

State Form 30353 (R8 / 9-97)
State Board of Accounts Approved 1995

SUE ANNE GILROY
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

Indiana Code 23-15-1-1, et seq.

INSTRUCTIONS:

1. This certificate must also be recorded in the office of County Recorder of each county in which a place of business or office is located.
2. FEES ARE PER ASSUMED NAME. Please make check or money order payable to: Indiana Secretary of State.
Please TYPE or PRINT.

FILING FEES PER CERTIFICATE:

For-Profit Corporation, Limited Liability Company, Limited Partnership	\$30.00
Not-For-Profit Corporation	\$26.00
Certificate - Additional	\$15.00

1. Name of Corporation, LLC or LP OCMC, Inc.		2. Date of incorporation / admission January 10, 2002	
3. Address at which the Corporation, LLC, LP will do business or have an office in Indiana. If no office in Indiana, then state current registered address (street address) 801 Congressional Blvd.			
City, state and ZIP code Carmel, IN 46032			
4. Assumed business name(s) (\$30.00 per name) One Call Communications, Inc.			
5. Principal office address of the Corporation, LLC, LP (street address) 801 Congressional Blvd.			
City, state and ZIP code Carmel, IN 46032			
6. Signature: 		7. Printed name Joseph A. Pence, President and CEO	

STATE OF Indiana

COUNTY OF Marion SS:

Subscribed and sworn or attested to before me, this 31st day of January, 2002

Notary Public

My Notarial Commission Expires: April 11, 2009

My County of Residence is: Hamilton

This instrument was prepared by:
Nicole D. Bieker

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF ASSUMED BUSINESS NAME

of

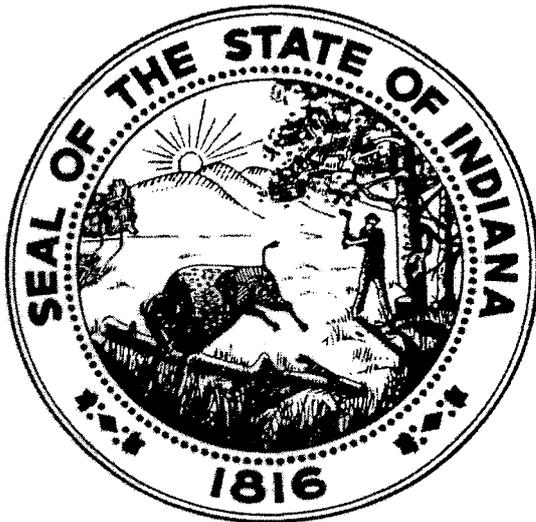
OCMC, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Certificate of Assumed Business Name of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

Following said transaction the entity named above will be doing business under the assumed business name(s) of:

**OPTICOM
ONE CALL COMMUNICATIONS, INC.
ADVANTEL
1-800-MAX-SAVE
LIVE-TEL
REGIONTEL
SUPERTEL**

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, March 25, 2002.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, March 25, 2002.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

