

BYLAWS
OF
NORTH STATE TELECOMMUNICATIONS CORPORATION

ARTICLE I
Offices

Section 1.1. Principal Office. The principal office of the Corporation shall be located at 111 North Main Street, High Point, Guilford County, North Carolina.

Section 1.2. Registered Office. The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 1.3. Other Offices. The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors from time to time may determine, or as the affairs of the Corporation may require.

ARTICLE II
Meetings of Shareholders

Section 2.1. Place of Meetings. All meetings of shareholders shall be held at the principal office of the Corporation or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting or as may be approved by the affirmative vote of at least 80 percent of the outstanding voting shares of the Corporation.

Section 2.2. Annual Meetings. The annual meeting of shareholders shall be held at the designated location on the first Wednesday in April of each year for the purpose of electing directors of the Corporation and for the transaction of such other business as may be properly brought before the meeting.

Section 2.3. Substitute Annual Meeting. If the annual meeting shall not be held on the day designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 2.4. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 2.4. Special Meetings. Special meetings of the shareholders may be called at any time by the Chairman of the Board, the President, a majority of the Board of Directors of the Corporation, or by any shareholder pursuant to the written request of the holders of not less than two-thirds of the then outstanding voting shares of the Corporation.

Section 2.5. Notice of Meetings. Written or printed notice stating the time, place, day, and hour of the meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the date thereof, either personally or by mail, by or at the direction of the Chairman of the Board, the President, or such other person calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the record of the shareholders of the Corporation with postage thereon prepaid.

In the case of an annual or substitute annual meeting, the notice of the meeting need not specifically state the business to be transacted thereat unless such a statement is expressly required by the provisions of the North Carolina General Statutes or applicable federal laws.

In the case of a special meeting, the notice shall specifically state the purpose or purposes for which the meeting is being called.

Section 2.6. Quorum. The holders of a majority of the then outstanding voting shares of the Corporation, represented in person or by proxy, shall constitute a quorum at the meeting of shareholders. If there is no quorum at the opening of a meeting or shareholders, such meeting may be adjourned from time to time by the vote of a majority of the shares voting on the motion to adjourn; and, at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

Section 2.7. Proxies. Shares may be voted either in person or by one or more agents authorized by a written proxy executed by the shareholder or by his duly authorized attorney-in-fact. A proxy is not valid after the expiration of eleven (11) months from the date of its execution unless the person executing it specifies therein the length of time for which it is to continue in force, or limits its use to a particular meeting.

Section 2.8. Voting of Shares. Each outstanding share having voting rights shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except as otherwise provided by law.

Except in the election of directors as provided in Section 3.3, the vote of a majority of the shares voted on any matter at a meeting of shareholders at which a quorum was initially present shall be the act of the shareholders on that matter, unless the vote of a greater number is required by law or by the Articles of Incorporation or Bylaws of this Corporation.

Shares of its own stock owned by the Corporation, directly or indirectly, through a subsidiary Corporation, held in a fiduciary capacity where the Corporation is the sole fiduciary or otherwise, shall not be voted and shall not be counted in determining the total number of shares entitled to vote, except that shares held in a co-fiduciary capacity may be voted and shall be counted to the extent provided by law.

Section 2.9. Presiding Officer. The President, or in his absence, an Executive Vice President, in order of seniority, shall preside at shareholders meetings. In the event neither the President nor a Vice President is present at a shareholders meeting, the shareholders may elect a chairman of the meeting.

Section 2.10. Inspectors of Election. At each meeting of the shareholders, the proxies shall be received and be taken in charge, and all questions touching qualification of voters or the validity of proxies and the acceptance of votes shall be decided by two or more inspectors. Such inspectors shall be appointed prior to the meeting by the President.

ARTICLE III

Directors

Section 3.1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 3.2. Number, Term, and Qualifications. The number of directors of the Corporation shall be nine (9). Each director must beneficially own at the time of his election and throughout the term of his office at least twenty (20) shares of the Corporation's voting common stock.

The directors shall be divided into three classes, as nearly equal in number as may be, to serve in the first instance for terms of one, two and three years, respectively, and until their successors shall be elected and shall qualify, and thereafter the successors in each class of directors shall be elected to serve for terms of three years and until their successors shall be elected and shall qualify. In the event of any increase or decrease in the number of directors, the additional or eliminated directorships shall be so classified or chosen that all classes of directors shall remain or become equal in number, as nearly as may be. In the event of the death, resignation, retirement, removal or disqualification of a director during his elected term of office, his successor shall be elected to serve only until the expiration of the term of his predecessor.

Section 3.3. Election of Directors. Except as provided in Section 3.5, the directors shall be elected at the Annual Meeting of the shareholders; and those persons who receive the highest number of votes shall be deemed to have been elected.

Section 3.4. Removal. Any director may be removed from office for cause by an affirmative vote of shareholders holding at least 80 percent of the then outstanding voting shares of the Corporation. If any directors are so removed, new directors may be elected at the same meeting.

Section 3.5. Vacancies. A vacancy occurring in the Board of Directors, including, without limitation, a vacancy resulting from an increase in the number of directors or from the failure of the shareholders to elect the full authorized number of directors, may be filled by a majority vote of the remaining directors, though less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall serve for the unexpired term of his predecessor in the office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 3.6. Compensation. The Board of Directors may compensate directors for their services as such and may provide for the payment of all expenses incurred by the directors in attending regular and special meetings of the Board.

ARTICLE IV

Meetings of Directors

Section 4.1. Regular Meetings. A regular meeting of the Board of Directors shall be held immediately after, and at the same or some other designated place as, the annual meeting of shareholders. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the State of North Carolina for the holding of additional regular meetings.

Section 4.2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the President or any five (5) directors. Such meetings may be held either within or without the State of North Carolina as fixed by the person or persons calling any such meeting.

Section 4.3. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice.

The person or persons calling a special meeting of the Board of Directors shall, at least four (4) days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Section 4.4. Waiver of Notice. Any director may waive notice of hearing. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.5. Quorum. A majority of the Board of Directors as established by the Bylaws and fixed by the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 4.6. Manner of Acting. Except as otherwise provided in these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the applicable General Statutes of the State of North Carolina or the Articles of Incorporation or these Bylaws.

ARTICLE V

Officers

Section 5.1. Number. The officers of the Corporation shall consist of a Chairman of the Board, a Vice Chairman of the Board, a Chief Executive Officer, a President, one or more Executive Vice Presidents, one or more Vice Presidents, a Secretary, a Treasurer, an Assistant Secretary, an Assistant Treasurer, and other specially designated officers as may be determined by the Board of Directors, each of which officers shall have such duties and powers as may be delegated to them by the Board of Directors and these Bylaws. Any two or more offices may be held by the same person, except the offices of President and Secretary, but no officer may act in more than one capacity where action of two or more officers is required.

Section 5.2. Election and Term. The officers of the Corporation shall be elected by the Board of Directors. Such elections may be held at any regular or special meeting of the Board. Each officer shall hold office until his death, resignation, retirement, removal or disqualification or until his successor is elected and qualified.

Section 5.3. Compensation. The compensation of all officers of the Corporation shall be fixed by the Board of Directors or as delegated by the Board.

Section 5.4. Chairman of the Board. The Chairman of the Board of Directors shall provide general oversight of the Corporation by interpreting and applying policies established by the Board of Directors. The Chairman shall see that all orders and resolutions of the Board are put into effect. The Chairman shall preside at all meetings of the Board of Directors and shall perform such other duties as directed by the Board of Directors. In the absence or disability of the Chairman of the Board, the Vice Chairman shall perform the duties of the Chairman.

Section 5.5. Vice Chairman of the Board. In the absence of the Chairman of the Board of Directors, the Vice Chairman of the Board shall perform the duties of the Chairman and when so acting shall have all the powers of and be subject to all restrictions upon the Chairman. The Vice Chairman shall perform such other duties as may be assigned to him by the Board of Directors or by the Chairman.

Section 5.6. Chief Executive Officer. The Chief Executive Officer of the Corporation shall (i) be charged with carrying into effect all legal directives of the Board of Directors, (ii) at all times exercise general supervision over the interest, affairs, and obligations of the Corporation, (iii) be an *ex officio* member of all committees to which the Chief Executive Officer is not specifically appointed, with the exception of the Compensation Committee, the Audit Committee or any other committee performing a function similar to an audit committee, (iv) have general power to sign in the name and behalf of the Corporation certificates for shares of the Corporation and all other lawful instruments which may be executed on behalf of the Corporation, (v) preside at shareholders meetings, (vi) have such other duties and responsibilities as shall be prescribed from time to time by the Board of Directors. If the Chief Executive Officer is unable to act, the President shall perform the duties of the Chief Executive Officer

until the Chief Executive Officer is once again able to act or until a new Chief Executive Officer has been elected by the Board of Directors.

Section 5.7. President. The President shall be the Chief Operating Officer. He shall be the principal operating officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and control the management and operation of the Corporation. He shall have general power to sign in the name and behalf of the Corporation certificates for shares of the Corporation and any deeds, leases, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. It shall be the duty of the President to report annually to the shareholders at the Annual Meeting or as otherwise designated on the business operations and results of the Corporation.

Section 5.8. Executive Vice Presidents. The Board of Directors shall elect such Executive Vice Presidents as they may deem advisable who shall have such powers and discharge such duties as may be assigned from time to time by the Chief Executive Officer, President, or the Board of Directors. In the absence of the President or in the event of his death, inability or refusal to act, as provided in Section 9.6, the Executive Vice Presidents in the order of succession herein specified and in the order of seniority, unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President. Any Executive Vice President may sign certificates for shares of the Corporation; and shall perform other duties as from time to time may be assigned by the Chief Executive Officer, the President, or the Board of Directors.

Section 5.9. Vice Presidents. The Board of Directors shall elect such Vice Presidents as they deem advisable who shall have such powers and discharge such duties as may be assigned from time to time by the Chief Executive Officer, President, Executive Vice Presidents, or the Board of Directors.

Section 5.10. Secretary. The Secretary shall (a) record and keep the minutes of the meetings of shareholders and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records, including the correct Articles of Incorporation and Bylaws, and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished by such shareholders; (e) sign certificates for shares of the Corporation; (f) have general charge of the stock transfer books of the Corporation; (g) keep or cause to be kept a record of the Corporation's shareholders, giving the names and addresses of all shareholders and the number and class of shares held by each, and prepare or list prior to each meeting of shareholders as required by law and these Bylaws; and (h) in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Chief Executive Officer, President, or Board of Directors.

Section 5.11. Treasurer. The Treasurer shall be the Chief Financial Officer. He shall (a) be responsible for the custody of all funds and securities belonging to the Corporation; (b) be responsible for keeping full and accurate accounts of the finances of the Corporation in books especially provided for that purpose; and he shall cause a true statement of its assets and liabilities as of the close of each fiscal year and the results of its operations for such fiscal year; and (c) in general, shall perform all duties incident to the office of Treasurer and such other duties as may be assigned him from time to time by the Chief Executive Officer, the President or by the Board of Directors. In the absence of the Secretary, the Treasurer may sign certificates of shares of the Corporation.

Section 5.12. Assistant Secretary. In the absence of the Secretary or in the event of his death, inability or refusal to act, the Assistant Secretary shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. He shall perform such other duties as may be assigned to him by the Secretary, by the Chief Executive Officer, the President, or by the Board of Directors. The Assistant Secretary may sign certificates for shares of the Corporation.

Section 5.13. Assistant Treasurer. In the absence of the Treasurer or in the event of his death, inability or refusal to act, the Assistant Treasurer shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. He shall perform such other duties as may be assigned to him by the Treasurer, by the Chief Executive Officer, the President, or by the Board of Directors. The Assistant Treasurer may sign certificates for shares of the Corporation.

Section 5.14. Bonds. The Board of Directors may by resolution require any or all officers, agents, and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VI

Contracts, Loans, Checks, and Deposits

Section 6.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, lease, or to execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances. The Board of Directors may authorize the officers to enter into employment contracts on behalf of the Corporation with any of its employees for any length of time and on any terms and conditions it deems wise.

Section 6.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors, or a committee thereof, and except as permitted by law. Such authority may be general or specific in nature and scope.

Section 6.3. Checks and Drafts. All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as from time to time shall be determined by resolution of the Board of Directors.

ARTICLE VII

Certificates for Shares and Their Transfer

Section 7.1. Certificates for Shares. Certificates representing shares of the capital stock of the Corporation shall be issued in such form as the Board of Directors, or a committee thereof, shall determine to every shareholder for the fully paid shares owned by him. These certificates shall be signed by the Chief Executive Officer, the President, an Executive Vice President, a Vice President, or by the Secretary or the Treasurer, or the Assistant Secretary or the Assistant Treasurer, and sealed with the seal of the Corporation. Such certificates shall indicate thereon a reference to any and all restrictive conditions of the shares represented thereby.

Section 7.2. Transfer of Shares. Transfer of shares shall be made on the stock transfer books of the Corporation only upon surrender of the certificates for the shares sought to be transferred by the record holder thereof or by his duly authorized agent, transferee, or legal representative. All certificates surrendered for transfer shall be canceled before new certificates for the transferred shares shall be issued. Transfer of shares may be restricted by a shareholder agreement.

The Board of Directors, or a committee thereof, may make such additional rules and regulations regarding the transfer of shares and share certificates, as they deem necessary and desirable.

Section 7.3. Fixing Record Date. For the purpose of determining shareholders entitled to notice of or vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such record date in any case to be not more than seventy (70) days and, in the case of a meeting of shareholders, not less than ten (10) days immediately preceding the date on which the particular action, requiring such determination of shareholders is to be taken.

If no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders.

When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this Section 7.3, such determination shall apply to any adjournment

thereof except that a new record date shall be fixed if the meeting is adjourned for more than 120 days after the date fixed for the original meeting.

Section 7.4. Lost Certificates. The Board of Directors may authorize the issuance of a new share certificate in place of a certificate claimed to have been lost, destroyed or mutilated, upon receipt of an affidavit of such fact from the person claiming the loss, destruction or mutilation. When authorizing such issuance of a new certificate, the Board of Directors may require the claimant to give the Corporation a bond in such sum as the Board of Directors may direct to indemnify the Corporation against loss from any claim with respect to the certificate claimed to have been lost or destroyed; or the Board of Directors may, by resolution reciting the circumstances justifying such action, authorize the issuance of the new certificate without requiring such a bond.

Section 7.5. Holder of Record. The Corporation may treat as absolute owner of shares the person in whose name the shares stand of record on its books just as if that person had full competency, capacity, and authority to exercise all rights of ownership irrespective of any knowledge or notice to the contrary or any description indicating a representative, pledge, or other fiduciary relation or any reference to any other instrument or to the rights of any other person appearing upon its record or upon the share certificate except that any person furnishing to the Corporation proof of his appointment as a fiduciary shall be treated as if he were a holder of record of its shares.

ARTICLE VIII

Indemnification of Directors, Officers, and Others

Section 8.1. Indemnification. The Corporation shall indemnify (a) any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation, and (b) any director or officer of a corporation who, at the request of the Corporation, served any other company, partnership, joint venture, trust or the enterprise in any capacity or as a trustee or administrator under an employee benefit plan, in the manner and to the maximum extent permitted by Sections 55-8-50 through 55-8-58 of the North Carolina Business Corporation Act, as amended from time to time, and such indemnification shall include payment by the Corporation of all reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted herein; and the Corporation may, at the discretion of the Board of Directors indemnify employees and agents of the Corporation, other than directors and officers, in the same manner and to the same extent as any director or officer shall be indemnified as aforesaid.

Section 8.2. Liability Insurance. The Corporation may purchase and maintain insurance up to the maximum extent permitted by Section 55-8-57 of the North Carolina Business Corporation Act on behalf of any person who is or was a director, officer, employee or agent of the Corporation or who, at the request of the Corporation, is or was an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or a trustee or

administrator under any employee benefit plan against any liability asserted against him and incurred by him in any such capacity arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

ARTICLE IX

General Provisions

Section 9.1. Dividends. The Board of Directors, from time to time, may declare, and the Corporation may pay, dividends on its outstanding shares in the manner and subject to the terms and conditions provided by law and by its Articles of Incorporation.

Section 9.2. Seal. The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed the word "SEAL;" and such seal in the form approved and adopted by the Board of Directors and as impressed on the margin thereof, shall be the corporate seal of the Corporation.

Section 9.3. Share Certificate. The share certificates of this Corporation shall be in a form approved by the Board of Directors and shall indicate thereon a reference to any and all restrictive condition of said shares.

Section 9.4. Waiver of Notice. Whenever any notice is required to be given to any shareholder or director under the provisions of the North Carolina Business Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 9.5. Amendments. Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the directors then holding office at any regular or special meeting of the Board of Directors.

Except as authorized by the affirmative vote of the holders of at least 80 percent of the then outstanding voting shares of the Corporation, the Board of Directors shall have no power to adopt a by law:

- (1) requiring more than a majority of the voting shares for a quorum at a meeting of shareholders or more than a majority of the votes cast to constitute action by the shareholders, except where higher percentages are required by law or provided for in the Articles of Incorporation;
- (2) providing for the management of the Corporation otherwise than by the Board of Directors; or
- (3) increasing or decreasing the number of directors above or below the number set in Section 3.2 hereof.

Section 9.6. Succession Order. The succession order for purposes of these Bylaws shall be Chairman of the Board of Directors, Vice Chairman, Chief Executive Officer, President, Executive Vice Presidents in order of seniority, Vice Presidents in order of seniority, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer.

Adopted this 6th day of February 2008 to become effective February 6, 2008.

Jonathan M. Cage, Secretary