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TALLAHASSEE, FL 32301
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904-222-0701 FAX

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ACCOUNT NO : 0721000000032

REFERENCE : 820951 4905A

AUTHORIZATION : *Patricia Pzyats*

COST LIMIT : \$ 1837.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB - 8 PM 12: 51

ORDER DATE : January 26, 1996

ORDER TIME : 10:36 AM

200001701200

ORDER NO. : 820951

CUSTOMER NO: 4905A

W 96000000002286

CUSTOMER: Jody Carlson, Legal Assistant
Hogan & Hartson L.L.P.
Columbia Sq., 8th Fl, E. Tower
555 Thirteenth Street, N.W.
Washington, DC 20004-1109

FOREIGN FILINGS

NAME: POWERTEL PCS PARTNERS, L.P.

XXXX QUALIFICATION (TYPE: LP)

*BT
2/7/96*

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XXX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

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DIVISION OF CORPORATION

CONTACT PERSON: Deana Kendrick

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED STATE SECRETARY OF CORPORATIONS DIVISION OF CORPORATIONS 96 FEB -7 PH12:51

1. Powertel PCS Partners, L.P.
(Name of limited partnership as it is in the home state)

2. Powertel PCS Partners, LTD.
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" OR "LTD.")

3. Delaware
(State of Formation)

4. 10/28/94
(Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

1201 Hays Street
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process

Laura R. Purdy
(Agent must sign on this line)

8. c/o 1013 Centre Road, Wilmington, Delaware 19805
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

SEE ATTACHMENT A

10. 1239 O.G. Skinner Drive, West Point, GA 31833
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

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ATTACHMENT A

Application by Powertel PCS Partners, L.P. to Transact Business in Florida

Item 9. Names and Addresses of General Partners

Name of General Partner

Address

InterCel PCS Services, Inc.

F4600000495

1239 O.G. Skinner Drive
West Point, Georgia 31833

ITC Personal Communications, Inc.

F96000000629

910 First Avenue
West Point, Georgia 31833

MPX Systems, Inc.

F95000002124

440 Knox Abbott Drive, Suite 240
Cayce, South Carolina 29033

South Atlantic PCS Corporation

F95000002374

614 West Bay Street, Suite 200
Tampa, Florida 33606

FILED SECTIONS
SECRETARY OF CORPORATION
96 FEB - 7 PM 12:51

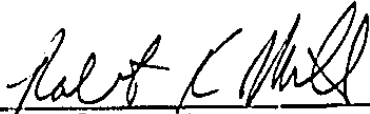
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 1239 O.G. Skinner Drive, West Point, GA 31833
(Mailing Address of Limited Partnership)

This 26th day of January, 1996.

POWERTEL PCS PARTNERS, L.P.

By: InterCel PCS Services, Inc., General Partner



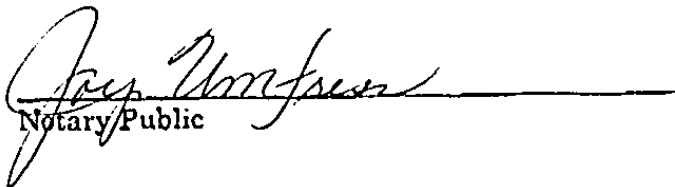
Name: Robert K. Mills
Title: Vice President - Treasurer

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STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 26th day of January, 1996, by Robert K. Mills, V.P. - Treasurer of InterCel PCS Services, Inc., General Partner of Powertel PCS Partners, L.P., a Delaware limited partnership.


Notary Public

(SEAL)

My Commission Expires: MY COMMISSION EXPIRES AUGUST 9, 1997.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Robert K. Mills
V.P. - Treasurer of InterCel PCS Services, Inc., a general partner of Powertel PCS
Partners, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership,"
who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 144,500,000
2. The anticipated amount of the capital contributions of the limited partners that are
allocated for the purposes of transacting business in Florida is \$ 48,000,000

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents
thereof and that the fact stated herein are true and correct.

POWERTEL PCS PARTNERS, L.P.

By: InterCel PCS Services, Inc., General Partner

By: *Robert K. Mills*
 Name: Robert K. Mills
 Title: V.P. - Treasurer

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State of

County of

Date

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to
take acknowledgments in and for the State and County set forth above, personally appeared
Robert K. Mills, V.P. Treasurer of InterCel PCS Services, Inc., known to me
and known by me to be the person who executed the foregoing Affidavit of Capital
Contributions, and he acknowledged to me and before me that he executed this Affidavit as an
officer of a General Partner of said partnership.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the
State and County aforesaid, this 26th day of January, 1996.

Jay Umfress
 Notary Public

Seal.

My commission expires:

MY COMMISSION EXPIRES AUGUST 9, 1997.