



THE UNITED STATES CORPORATION COMPANY

98000006626

ACCOUNT NO. : 072100000032

REFERENCE : 051513 7122256

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : December 3, 1998

ORDER TIME : 9:45 AM

ORDER NO. : 051513-005

800002704388--6

CUSTOMER NO: 7122256

CUSTOMER: Alex Elsberg, Legal Asst
Aerial Communications, Inc.
Suite 1100
8410 West Bryn Mawr Avenue
Chicago, IL 60631

FOREIGN FILINGS

NAME: AERIAL OPERATING COMPANY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

RECEIVED
98 DEC -7 AM 10:41
DEPARTMENT OF CORPORATION
SECRETARY OF STATE
ALLAHASSEE FLORIDA
98 DEC -7 AM 11:57
FILED
12/7

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. Aerial Operating Company, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 36-4027576
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 19, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. September 8, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 8410 West Bryn Mawr Avenue, Suite 1100
Chicago, IL 60631
(Current mailing address)

8. Any lawful business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: [Signature] - Asst. Sec.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE FLORIDA

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

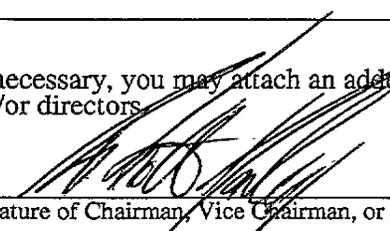
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. B. Scott Dailey, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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AERIAL OPERATING COMPANY, INC.

Officers and Directors

Directors

Don W. Warkentin
Rudolph E. Hornacek
J. Clarke Smith

Officers

<u>Officers</u>	<u>Title</u>
Don W. Warkentin	President
Michael J. Hron	Secretary
J. Clarke Smith	Treasurer, Assistant Secretary
B. Scott Dailey	Assistant Secretary

All officers and directors may be written in care of Aerial Operating Company, Inc., 8410 West Bryn Mawr Avenue, Suite 1100, Chicago, IL 60631.

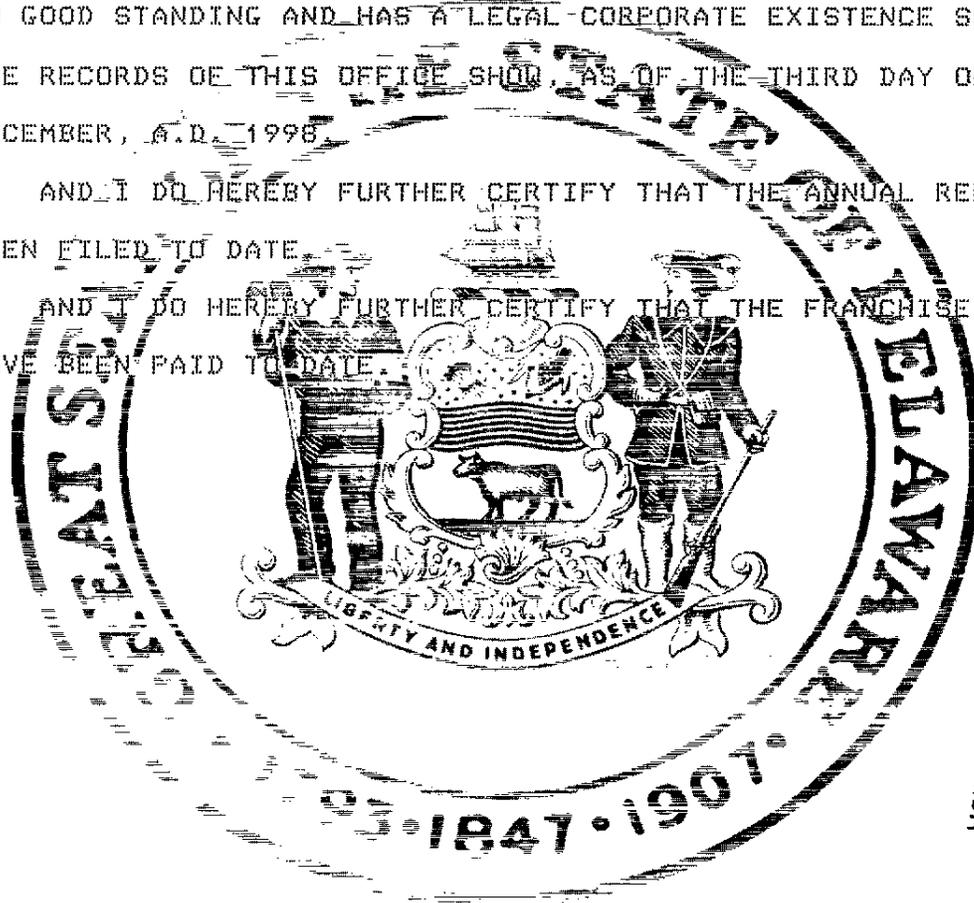
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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AERIAL OPERATING COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
98 DEC -7 AM 11:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Edward J. Freel

Edward J. Freel, Secretary of State



2516801 8300

981463369

AUTHENTICATION:

9437174

DATE:

12-03-98