

F990000006328



ACCOUNT NO. : 072100000032  
REFERENCE : 503353 4377350

AUTHORIZATION :

*Patricia Piguth*

COST LIMIT : \$ 70.00

ORDER DATE : December 3, 1999

ORDER TIME : 10:07 AM

ORDER NO. : 503353-010

CUSTOMER NO: 4377350

400003064314--8

CUSTOMER: Ms. Lori Dierst  
Western Wireless  
3650 131st Avenue Se  
Suite 200  
Bellevue, WA 98006

FOREIGN FILINGS

NAME: VOICESTREAM WIRELESS HOLDING CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Tamara Odom

FILED  
99 DEC -8 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 DEC -8 PM 12:19  
TALLAHASSEE, FLORIDA

*JB 12-8-99*

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. VoiceStream Wireless Holding Corporation  
(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. 91-1983600  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 18, 1999 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2000  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3650 131st Avenue SE, Suite 200  
Bellevue, WA 98006  
(Current mailing address)

8. Telecommunications  
(Purpose(s) of corporation authorized in home state or country to be carried out in 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)

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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]  
(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.

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: \_\_\_\_\_

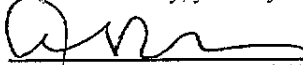
Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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**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. Alan R. Bender, Executive Vice President  
(Typed or printed name and capacity of person signing application)

**VoiceStream Wireless Holding Corporation**  
**a Delaware Corporation**

**Officers and Directors**

|   |   |
|---|---|
| Jonathan M. Nelson, Director  | 3650 131 <sup>st</sup> Avenue SE, Suite 200<br>Bellevue, WA 98006 |
| Mitchell R. Cohen, Director   | 3650 131 <sup>st</sup> Avenue SE, Suite 200<br>Bellevue, WA 98006 |
| John L. Bunce, Jr., Director  | 3650 131 <sup>st</sup> Avenue SE, Suite 200<br>Bellevue, WA 98006 |
| Terrence M. O'Toole, Director   | 3650 131 <sup>st</sup> Avenue SE, Suite 200<br>Bellevue, WA 98006 |
| Daniel J. Evans, Director   | 3650 131 <sup>st</sup> Avenue SE, Suite 200<br>Bellevue, WA 98006 |
| Canning Fok, Director   | 3650 131 <sup>st</sup> Avenue SE, Suite 200<br>Bellevue, WA 98006 |
| Hans R. Snook, Director   | 3650 131 <sup>st</sup> Avenue SE, Suite 200<br>Bellevue, WA 98006 |
| John W. Stanton, Director<br>Chairman and Chief Executive Officer                     | 3650 131 <sup>st</sup> Avenue SE, Suite 200<br>Bellevue, WA 98006 |
| Donald Guthrie, Director<br>Vice Chairman   | 3650 131 <sup>st</sup> Avenue SE, Suite 200<br>Bellevue, WA 98006 |
| Robert R. Stapleton, Director<br>President  | 3650 131 <sup>st</sup> Avenue SE, Suite 200<br>Bellevue, WA 98006 |
| Cregg B. Baumbaugh<br>Executive Vice President - Finance,<br>Strategy and Development | 3650 131 <sup>st</sup> Avenue SE, Suite 200<br>Bellevue, WA 98006 |
| Alan R. Bender,<br>Executive Vice President,<br>General Counsel and Secretary         | 3650 131 <sup>st</sup> Avenue SE, Suite 200<br>Bellevue, WA 98006 |
| Robert P. Dotson<br>Senior Vice President - Marketing                                 | 3650 131 <sup>st</sup> Avenue SE, Suite 200<br>Bellevue, WA 98006 |
| Timothy R. Wong<br>Senior Vice President - Engineering                                | 3650 131 <sup>st</sup> Avenue SE, Suite 200<br>Bellevue, WA 98006 |
| Patricia L. Miller<br>Vice President, Controller<br>and Principal Accounting Officer  | 3650 131 <sup>st</sup> Avenue SE, Suite 200<br>Bellevue, WA 98006 |

SECRETARY  
 TALI AMBASSER, ESQ.  
 99 DEC - 8 PM 2 56  
 FILED

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE; DO HEREBY CERTIFY "VOICESTREAM WIRELESS HOLDING CORPORATION" 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. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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12-03-99



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:  
DATE: