



M0000002082

ACCOUNT NO. : 072100000032

REFERENCE : 854317 4323887

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 125.00

00 OCT -5 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : October 5, 2000

ORDER TIME : 1:59 PM

ORDER NO. : 854317-025

CUSTOMER NO: 4323887

CUSTOMER: Ms. Joyce Irvine
Bellsouth Corporation
Suite 1800
1155 Peachtree Street, Ne.
Atlanta, GA 30309-3610

500003415945--4

FOREIGN FILINGS

NAME: BELLSOUTH CELLULAR SERVICES
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Mimi Stephens

RECEIVED
00 OCT -5 PM 3:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

M00-2082
JK

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. BellSouth Cellular Services LLC
(Name of foreign limited liability company)
2. Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Not Applicable
(FEI number, if applicable)
4. August 15, 2000
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will exist or "perpetual")
6. October 15, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Suite 1800 - 1155 Peachtree Street
Atlanta, Georgia 30309-3610
(Street address of principal office)

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 TALLAHASSEE, FLORIDA

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8. If limited liability company is a manager-managed company, check here
9. The name and usual business addresses of the managing members or managers are as follows:
- BellSouth Cellular Corp., Sole Member
- Suite 1000 - 1100 Peachtree Street
- Atlanta, Georgia 30309-4599

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Leasing company.

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

J. Carbonell
Typed or printed name of signee

By: BellSouth Cellular Corp.
its sole member.

Joaquin R. Carbonell, Vice President Date: September 29, 2000

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BellSouth Cellular Services LLC

2. The name and the Florida street address of the registered agent and office are:

The Prentice-Hall Corporation System, Inc.
(Name)

1201 Hays Street
Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Deborah D. Skipper

(Signature)

Deborah D. Skipper
Asst. Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT -5 PM 4: 07

FILED

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 002780187
CONTROL NUMBER : 0036446
DATE INC/AUTH/FILED: 08/15/2000
JURISDICTION : GEORGIA
PRINT DATE : 10/04/2000
FORM NUMBER : 211

CSC NETWORKS, INC.
DAVID HOLCOMB
1201 HAYS STREET
TALLAHASSEE, FL 32301

CERTIFICATE OF EXISTENCE

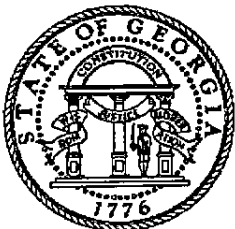
I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

BELLSOUTH CELLULAR SERVICES LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox
Secretary of State