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 City State Zip Phone

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 *****8.75 *****8.75

CORPORATION(S) NAME

Arch Communications Enterprises LLC

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DIVISION OF CORPORATIONS

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
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- Reservation
- Photo Copies
- Other UCC-1 / UCC-3
- Change of R.A.
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File 2nd

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION 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. Arch Communications Enterprises LLC
 (Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Delaware 3. Applied For
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 30, 1998 5. perpetual
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification
 (Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 1800 West Park Drive, Suite 250
Westborough, MA 01581
 (Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Arch Paging, Inc.</u>	<u>Sole Member</u>	_____	_____
<u>1800 West Park Drive</u>		_____	
<u>Suite 250</u>		_____	
<u>Westborough, MA 01581</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**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:

Arch Communications Enterprises LLC

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

CT Corporation System
(Name)

1200 South Pine Island Road
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324
(City/State/Zip)

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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.

CT Corporation System

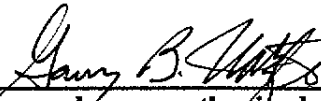
Patricia A. Canario
(Signature) PATRICIA A. CANARIO,
SPECIAL ASSISTANT SECRETARY

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Arch Communications
Enterprises LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 22,000.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 889,786,000.
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 889,808,000.
(This total includes amounts from 2 and 3 above.)



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

Garry B. Watzke, Secretary
Typed or printed name of signee

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FLORIDA
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Filing Fee: \$250.00 for Application and Affidavit

Description of Property

A/R (net)	30,753,000
Inventories	10,319,000
Pre Paid Expenses	8,007,000
Depreciable Property (net)	219,045,000
<u>Intangibles (net)</u>	<u>621,662,000</u>
Total	889,786,000

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARCH COMMUNICATIONS ENTERPRISES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF FEBRUARY, A.D. 1999.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2971802 8300

991066451

AUTHENTICATION:

9586903

DATE:

02-19-99