

A 2 6 1 9 3



Price Communications Wireless, Inc.

12800 University Drive, Suite 500, Fort Myers, Florida 33907-5337
941-433-4350

January 8, 1998

Writer's Direct Dial:

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002398896--1
-01/13/98--01095--003
****105.00 *****52.50

600002398896--1
-01/13/98--01095--003
****105.00 ****105.00

Re: Amendment and Cancellation of Certificate of Limited Partnership

CM

Enclosed are forms required to be filed for the limited partnership "FMT, Ltd." We apologize for the confusion regarding responsibility for the filing of these forms. Various professional advisors were involved in a restructuring of this limited partnership and apparently each advisor believed others were preparing filings for the Florida Department of State, Division of Corporations. We are now filing the following forms and paying the required fees, and respectfully request waiver of any penalties for filings that may not be timely:

(1) Certificate of Amendment to Certificate of Limited Partnership of FMT, Ltd.

(2) Certificate of Cancellation for FMT, Ltd.

Also enclosed is a check for \$105 (\$52.50 for each filing) to cover the requisite filing fees.

If you should have any questions in this regard, please contact me at 941-433-8225.

Very truly yours,

K. Patrick Meehan

Enclosures

FILED
98 JAN 13 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
FMT, LTD.**

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership whose certificate was filed with the Florida Department of State on March 30, 1988, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: By the Fourth Amendment to the Limited Partnership Agreement, Dated October 6, 1997, Sections 9 and 14.1.1 are amended to admit Palmer Wireless, Inc. as a general partner;

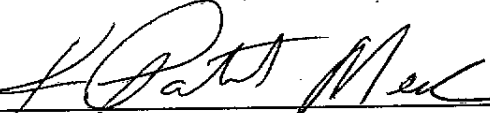
SECOND: By the Fifth Amendment to the Limited Partnership Agreement, Dated October 6, 1997, Sections 9 and 14.1.1 are further amended to reflect the redemption of the interest of Palmer Wireless Holdings, Inc. and its removal as the general partner.

Thus, Palmer Wireless, Inc. is the general partner in FMT, Ltd. , 12800 University Dr., #500
Ft. Myers, FL 33907-5333

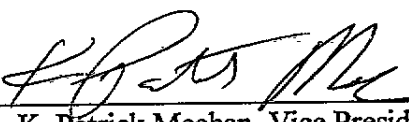
THIRD: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

FOURTH: Signatures

PALMER WIRELESS, INC.

By: 
K. Patrick Meehan, Vice President

PALMER WIRELESS HOLDINGS, INC.

By: 
K. Patrick Meehan, Vice President

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TALLAHASSEE, FLORIDA