

FROM HOLLAND & KNIGHT TAMPA

(TUE) 7. 3' 01:11:04/ET. 11:04/NO 261068570 P 1

A26209

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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From: Account Name : HOLLAND & KNIGHT
Account Number : 072100000016
Phone : (813) 227-8500
Fax Number : (813) 229-0134
Kathleen Wheeler
(813) 227-4532

Attention: Agnes Lunt

Please note, the effective
date & time in
Article II:

this is a re-submission

MERGER OR SHARE EXCHANGE

Price Communications Wireless IX, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$98.25

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 JUN 29 AM 9:41

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DIVISION OF CORPORATIONS

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EFFECTIVE DATE

6/24/01

8/p

ARTICLES OF MERGER
Merger Sheet

MERGING:

PANAMA CITY CELLULAR TELEPHONE COMPANY, LTD. a Florida entity
A26209

INTO

PRICE COMMUNICATIONS WIRELESS IX, INC.. entity not qualified in Florida

File date: June 29, 2001, effective June 29, 2001

Corporate Specialist: Lee Rivers

FROM HOLLAND & KNIGHT TAMPA

(TUE) 7. 3'01 11:05/ST. 11:04/NO. 4261068570 P 2



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 3, 2001

HOLLAND AND KNIGHT

SUBJECT: PRICE COMMUNICATIONS WIRELESS IX, INC.
REF: W01000015054

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Section 620.114, Florida Statutes, requires the original certificate of limited partnership, an affidavit, a certificate of cancellation, or ^{there is} supplemental affidavit to be signed by all of the general partners. - Only 1 general partner

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

EFFECTIVE DATE
10/29/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 29, 2001

HOLLAND AND KNIGHT

SUBJECT: PRICE COMMUNICATIONS WIRELESS IX, INC.
REF: W01000015054SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must meet the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes.

The articles of merger must reflect that the surviving entity appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

The articles of merger must reflect that the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

The articles of merger must be executed as follows:

All Corporations:

Signature of Chairman,
Vice Chairman, President
or Any Officer
(If no directors
selected, by an
incorporator.)

All General Partnerships:

Signature of two
partners

All Domestic Limited Partnerships:

Signatures of All
General Partners

All Non-Florida Limited Partnerships:

Signature of one
General Partner

← only one
general
partner

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FROM HOLLAND & KNIGHT TAMPA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

All Limited Liability Companies:
All Other Business Entities:

Signature of a Member
In accordance with the
laws of their
jurisdiction.

The Plan of Merger must contain the street address of the survivor's principal office in home jurisdiction.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6051.

Agnes Lunt
Document Specialist

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TALLAHASSEE FLORIDA

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ARTICLES OF MERGER BETWEEN
PRICE COMMUNICATIONS WIRELESS IX, INC. AND
PANAMA CITY CELLULAR TELEPHONE COMPANY, LTD. A26209

Pursuant to §263 of the Delaware General Corporation Law ("DGCL") and §620.203 of the Florida Revised Uniform Limited Partnership Act, Price Communications Wireless IX, Inc., a Delaware corporation (the "Surviving Corporation") and Panama City Cellular Telephone Company, Ltd., a Florida limited partnership (the "Merging Partnership"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Partnership into the Surviving Corporation (the "Merger").

ARTICLE I

The Plan of Merger, dated June 28, 2001, effecting the Merger of the Merging Partnership with and into the Surviving Corporation is attached to these Articles of Merger and made a part of these Articles of Merger as Exhibit A (the "Plan of Merger"). The attached Plan of Merger meets the requirements of Florida Statutes ("F.S.") §§607.1108, 608.438, 617.1108, and/or 620.201 and was approved by each party to the merger in accordance with F.S. Chapter(s) 607, 617, 608, and/or 620.

ARTICLE II

The effective time of the Merger shall be 9:00 A.M. Eastern Time on June 29th, 2001.

ARTICLE III

The Plan of Merger was adopted by the Surviving Corporation by the written consent of its sole director on June 28, 2001 and by the written consent of its sole stockholder on June 28, 2001, in accordance with §251 of the DGCL. The Plan of Merger was adopted by the Merging Partnership by all of its partners on June 28, 2001, in accordance with F.S. §620.202.

ARTICLE IV

The Surviving Corporation agrees to pay the dissenting partners, and/or any other interested party of the Merging Partnership the amount, if any, to which they are entitled under F.S. §§ 607.1302, 620.205, and/or 608.4384. There are no dissenting partners.

ARTICLE V

The Surviving Corporation hereby appoints the Florida Secretary of State as its agent for substitute service of process, pursuant to F.S. Chapter 48, in any proceeding to enforce any obligation or rights of any dissenting partners the Merging Partnership. There are no dissenting partners.

ARTICLE VI

The Merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of limited partnership or the certificate of incorporation of any party to the Merger.

ARTICLE VII

The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

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(TUE) 7. 3' 01 11:06/ST. 11:04/NO. 4261068570 P 6

IN WITNESS WHEREOF, the undersigned have executed this document
as of the 28th day of June, 2001.

**PRICE COMMUNICATIONS
WIRELESS IX, INC.**

By: 
Robert Price, Chairman

**PANAMA CITY CELLULAR
TELEPHONE COMPANY, LTD.**

By: Panama City Communications, Inc.
Its: General Partner

By: 
Robert Price, Chairman

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TALLAHASSEE FLORIDA

EXHIBIT A

**PLAN OF MERGER
BETWEEN PRICE COMMUNICATIONS WIRELESS IX, INC.
AND PANAMA CITY CELLULAR TELEPHONE COMPANY, LTD.**

Panama City Cellular Telephone Company, Ltd., a Florida limited partnership (the "Merging Partnership") and Price Communications Wireless IX, Inc., a Delaware corporation (the "Surviving Corporation"), hereby adopt the following Plan of Merger, dated June 28, 2001, pursuant to Section 263 of the Delaware General Corporation Law and Section 620.201 of the Florida Revised Uniform Limited Partnership Act.

- (a) The names and jurisdictions of each party to the merger are:
- i) The name and jurisdiction of the Surviving Corporation is Price Communications Wireless IX, Inc., a corporation organized under the Laws of the State of Delaware, and
 - ii) The name and jurisdiction of the Merging Partnership is Panama City Cellular Telephone Company, Ltd., a limited partnership organized under the Laws of the State of Florida.
- (b) The effective time of the merger (the "Effective Time") shall be 9:00 a.m. Eastern time on June 29, 2001.
- (c) The general terms and conditions of the merger are as follows:
- At the Effective Time of the Merger, the Merging Partnership shall merge into its wholly-owned subsidiary, the Surviving Corporation. The separate existence of the Merging Partnership shall cease, any interest in the Merging Partnership shall be cancelled and the Surviving Corporation shall succeed to all the liabilities, rights, privileges, immunities, and franchises and all the property, real, personal and mixed of the Merging Partnership without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Partnership, and neither the rights of the creditors nor any liens on the property of the Merging Partnership shall be impaired by the Merger. There shall be no changes in the Articles of Incorporation of the Surviving Corporation as a result of this Merger.
- (d) The manner and basis of converting the partnership interests of the Merging Partnership and the shares of the Surviving Corporation shall be as follows:

At the Effective Time, by virtue of the Merger, each partner's interest in the Merging Partnership as of the Effective Time shall be surrendered and cancelled upon effectiveness of the Merger. The shares of the Surviving Corporation shall be distributed pro rata to the partners of the Merging Partnership in accordance with their interests in the Merging Partnership.

- (e) The Board of Directors of the Surviving Corporation and the partners of the Merging Partnership may amend the Plan of Merger at any time prior to the filing of the Articles of Merger.
- (f) All statements that are required by the laws of the jurisdiction under which the Surviving Corporation (the only non-Florida business entity) is formed are the same as set forth above.
- (g) The street address of the principal office of the Surviving Corporation is as follows:

45 Rockefeller Plaza
32nd Floor, Suite 3200
New York, NY 10020

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