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HENDRICK & HUNTER, L.L.C.

ATTORNEYS AT LAW

400 NORTHPARK TOWN CENTER, SUITE 1535

1000 ABERNATHY ROAD, N.E.

ATLANTA, GEORGIA 30328

TELEPHONE (770) 512-7776

FACSIMILE (770) 512-7882

E-MAIL: hhlaw@mindspring.com

OF COUNSEL

K CHRISTINE HARRELSON, P.C.

ROBERT J. HUNTER
FRANK O. HENDRICK III
KEITH JACKSON
CHRISTOPHER A. RASCOE*
THOMAS B. REYNOLDS

*ALSO ADMITTED IN MARYLAND

August 21, 1998

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*****96.25 *****96.25

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Florida Wireless of Jacksonville, Ltd.

Dear Sir/Madam:

Please find enclosed the required Certificate of Limited Partnership form, the Affidavit of Capital Contributions, and our check in the amount of \$96.25 representing payment of the following fees: \$52.50 filing fee for Certificate and Affidavit; \$35.00 registered agent designation fee, and \$8.75 fee for certificate under seal. Please register the limited partnership named above and return the certificate under seal to me in the envelope enclosed for your convenience.

If you have any questions, please contact me at 770.512.7776.

Very truly yours,

Frank O. Hendrick III / lab

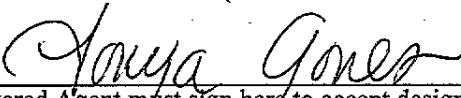
Frank O. Hendrick III

FOH:lab
Enclosures

Name	<i>MOH</i>
Availability	<i>MOH</i>
Document Examiner	<i>MOH</i>
Updater	<i>MOH</i>
Updater Verifier	<i>MOH</i>
A-knowledge generator	<i>MOH</i>
Printer	<i>MOH</i>

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DIVISION OF CORPORATIONS
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CERTIFICATE OF LIMITED PARTNERSHIP

1. FLORIDA WIRELESS OF JACKSONVILLE, LTD
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 9735 St. Augustine Road, Suite 2, Jacksonville, FL 32257
(Business address of Limited Partnership)
3. TONYA JONES
(Name of Registered Agent for Service of Process)
4. 9735 St. Augustine Road, Suite 2, Jacksonville, FL 32257
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 9735 St. Augustine Road, Ste. 2, Jacksonville, FL 32257
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: April 30, 2048

8. Name(s) of general partner(s):

Street address:

Florida Wireless, Inc.

5770 The Twelfth Fairway, Suwanee, GA
30024

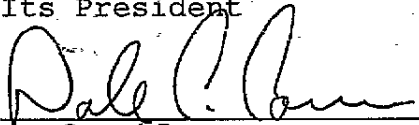
997-69285

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 29th day of May, 19 98.

Signature of all general partners:

Florida Wireless, Inc.
By: Dale C. Conner
Its President


General Partner

General Partner

General Partner

General Partner

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of _____
FLORIDA WIRELESS OF JACKSONVILLE, LTD

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ Services only

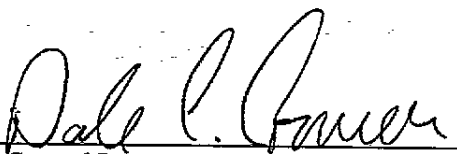
The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 0.00

Signed this 29th day of May, 19 98

FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the
contents thereof and that the facts stated herein are true and correct.*

Florida Wireless, Inc.
By: Dale C. Conner
Its President


General Partner

General Partner

General Partner

General Partner

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