

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-01/25/00--01011--025  
\*\*\*1785.00 \*\*\*1785.00

CORPORATION(S) NAME

Bell Atlantic Cellular Holdings, L.P.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input checked="" type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

01/25/00

FILE SECOND

RECEIVED  
00 JAN 25 AM 11:39  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

1/25/00

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 25 PM 1:38

1. Bell Atlantic Cellular Holdings, L.P.  
(Name of limited partnership as it is in the home state)
2. \_\_\_\_\_  
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware  
(State of Formation)
4. 6/26/96  
(Date of Formation)
5. CT Corporation Systems  
(Name of Registered Agent for Service of Process)
6. 1200 South Pine Island Road  
(Street Address of Registered Office)  
Plantation, Florida 33324  
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:  
By: Vicky Goldstein VICKY GOLDSTEIN  
(Agent must sign on this line) SPECIAL ASSISTANT SECRETARY
8. 1717 Arch Street, 30<sup>th</sup> Floor  
Philadelphia PA 19103  
(Address of registered office required in state of formation or, if not required, address of principal of office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS  
Metro Mobile CTS of Charlotte, Inc. 1717 Arch Street, 30<sup>th</sup> Floor  
FOOOO00000444 Philadelphia PA 19103
10. 1717 Arch Street, 30<sup>th</sup> Floor, Philadelphia PA 19103  
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.
12. 1717 Arch Street, 30<sup>th</sup> Floor  
Philadelphia PA 19103  
(Mailing Address of Limited Partnership)

CONTINUED

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 25 PM 1:38

Signed this 17th day of December, 19 99

Metro Mobile CTS of Charlotte, Inc.

By Dermott O. Murphy as

General Partner

Dermott O. Murphy, Executive Vice President  
Metro Mobile CTS of Charlotte, Inc.

STATE OF Pennsylvania

COUNTY OF Philadelphia

On this 17th day of December, 19 99.

Dermott O. Murphy personally appeared before me.

☒ who is personally known to me

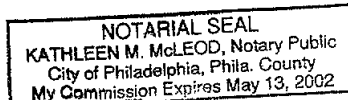
☐ whose identity I proved on the basis of \_\_\_\_\_

Kathleen M. McLeod  
(Notary Public Signature)

Kathleen M. McLeod  
(Notary's Printed Name)

Seal

My Commission Expires: 5/13/2002



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED  
PARTNERSHIP

BEFORE ME the undersigned personally appeared Paul N. Kelly as Asst. Treas.  
Metro Mobile CTS of, a general partner of Bell Atlantic Cellular Holdings L.P., a Delaware limited  
Charlotte, D.C. partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,246,043,878.
2. The anticipated amount of the capital contributions of the limited partners  
that are allocated for the purposes of transacting business in Florida is  
\$ 27,190,047.

NOTE: Bell Atlantic Cellular Holdings LP is a limited partnership not registered  
with the SEC.  
Under the penalties of perjury I, being duly sworn, declare that I have read the  
foregoing and know the contents thereof and that the facts stated herein are true and  
correct.

Signed this 16th day of December, 19 99.

Metro Mobile CTS of Charlotte, Inc.  
By Paul N. Kelly Asst. Treasurer  
General Partner

STATE OF Pennsylvania  
COUNTY OF Philadelphia

On this 16th day of December, 19 99

Paul N. Kelly, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

Kathleen M. McLeod  
(Notary Public Signature)

Kathleen M. McLeod  
(Notary's Printed Name)

Seal  
TPA1 #967538 v1

My Commission Expires: May 13, 2002

NOTARIAL SEAL  
KATHLEEN M. McLEOD, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires May 13, 2002