

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8066

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

B 9500000372

95 OCT 11 PM 12:12

FILED

ACCOUNT NO. : 072100000032

REFERENCE : 706554 86901V

AUTHORIZATION :

COST LIMIT : 9.87.50

ORDER DATE : October 11, 1995

ORDER TIME : 11:47 AM

ORDER NO. : 706554

CUSTOMER NO: 86901V

CUSTOMER: Ms. Marlene Ryan
Prentice Hall Legal &
5670 Wilshire Blvd.
Suite 750
Los Angeles, CA 90036

500001607105

FOREIGN FILINGS

NAME: PCS NUCLEUS, L.P.

PROFIT
NON-PROFIT

CORPORATE
XX LIMITED PARTNERSHIP

QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 20 PM 2:26

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 20 PM 2:26

W/450000020291

MK
10/10/95

Florida Department of State, Jim Smith, Secretary of State

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 20 PM 2:27

1. PCS Nucleus, L.P.

(Name of limited partnership as it is in the home state;

2. PCS Nucleus, Limited Partnership

(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. July 24, 1994

(Date of Formation)

5. The Prentice-Hall Corporation System, Inc.

(Name of Registered Agent for Service of Process)

6. 1201 Hays Street, Suite 105

(Street Address of Registered Office)

Tallahassee

(City)

Florida 32301

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

Marcia C. Hawner, Asst. Secy.

(Agent must sign on this line)

8. 1209 Orange Street, Wilmington, Delaware 19801

(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

AirTouch PCS Holding, Inc.

SPECIFIC ADDRESS

2999 Oak Road, MS 1025

Walnut Creek, CA 94596

10. 6 Campus Circle, Westlake, TX 76262

(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 6 Campus Circle, Westlake, TX 76262

(Mailing Address of Limited Partnership)

PCS Nucleus, Limited Partnership

By: AirTouch PCS Holding, Inc.
its general partner

This 2nd day of October, 19 95.

Kristina Veaco
General Partner,

Kristina Veaco, Assistant Secretary

FILED
SECRETARY OF CORPORATIONS
DIVISION
95 OCT 20 PM 2:27

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 2nd day
of October, 1995, by AirTouch PCS Holding, Inc. (Name of General Partner) of

PCS Nucleus, Limited Partnership

(Name of Limited Partnership), A Delaware (State or Country) Limited
Partnership, on behalf of the Limited Partnership.

Notary Public

State of _____ at Large

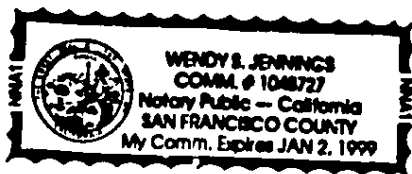
My Commission Expires:

(SEAL)

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California
 County of San Francisco
 On 10/3/95 before me, Wendy S. Jennings, Notary Public
Name and Title of Officer (e.g. "Jane Doe, Notary Public")
 personally appeared Kristina Veaco
Name(s) of Signer(s)

☒ personally known to me - OR - ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Wendy S. Jennings
Signature of Notary Public

95 OCT 20

PM 2:27

SECRETARY OF STATE
 DIVISION OF CORPORATIONS

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Application by Foreign L.P. - Florida
 Document Date: 10/3/95 Number of Pages: 2
 Signer(s) Other Than Named Above: None

Capacity(ies) Claimed by Signer(s)

Signer's Name: Kristina Veaco

- ☐ Individual
☒ Corporate Officer
 Title(s): Assistant Secretary
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
 OF SIGNER
 Top of thumb here

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
 Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
 OF SIGNER
 Top of thumb here

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared AirTouch PCS Holding, Inc. a
general partner of PCS Nucleus, Limited Partnership, a (an)
Delaware, limited partnership, hereinafter referred to as the "Partnership" who
certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 375,000,000
2. The anticipated amount of the capital contributions of the limited partners that are allo-
cated for the purposes of transacting business in Florida is \$ 250,000,000

This 2nd day of October, 19 95

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true,
to the best of my knowledge and belief.

AirTouch PCS Holding, Inc.

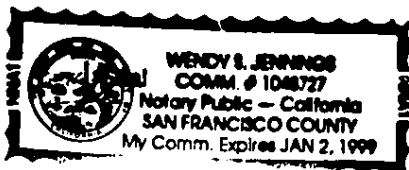
as **General Partner** to PCS Nucleus, Limited Partnership

Kristina Veaco
Kristina Veaco, Assitant Secretary

STATE OF California
COUNTY OF San Francisco
DATE 10/3/95

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to
take acknowledgments in and for the State and County set forth above, personally appeared
Kristina Veaco (General Partner, known to me and know by me to
be the person who executed the foregoing Affidavit of Capital Contributions, and he ack-
nowledged to me and before me that he executed this Affidavit as General Partner of said
partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
State and County aforesaid, this 3rd day of October,
19 95.



Wendy S. Jennings
Notary Pub

State of California at Large
My Commission Expires:
1/2/99

FILE ON OR BEFORE DECEMBER 31, 1996 ON PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Northing
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 22 PM 3:07

18-4

1. Name of Limited Partnership

12. DOCUMENT #
B95000000372

PCS Nucleus, Limited Partnership

DO NOT WRITE IN THIS SPACE.

2. New Mailing Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

2a. New Principal Office Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

Mailing Address

Principal Office Address

6 Campus Circle
Westlake, TX 76262

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in
FLORIDA 10/20/1995

3a. Date of Last Report
n/a

4. State or Country of Formation
Delaware

5a. Capital Contributions as Shown
on Record
375,000.000
250,000.000

5b. Amount of Capital Contributions in
FLORIDA to date
250,000,000

6. FEI Number
94-3219319

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

10. If changed, new Registered Agent/Office

The Prentice-Hall Corporation System, Inc.
1201 Hays Street, Suite 105
Tallahassee, FL 32301

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620, 1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

11b. City, State & Zip Code

11c. Registration/
Document Number

AirTouch PCS Holding, Inc.

2999 Oak Road, MS 1025

Walnut Creek, CA 94596

F95000004930

300001684883
-01/10/96--01106--013
****576.25 ****576.25

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE *Kristina Veaco*

DATE

Kristina Veaco

Typed or Printed Name of General Partner Signing Form

Telephone Number (415) 658-2088

CF2E003 (6/95)

1201 HAYS STREET
SAN FRANCISCO, CA 94111
800-342-8886
B9500000372



95 DEC 29 AM 11:13
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 787417 4326835
AUTHORIZATION: *Patricia Pyzik*
COST LIMIT : \$ 52.50

ORDER DATE : December 29, 1995

500001673965

ORDER TIME : 10:36 AM

ORDER NO. : 787417

CUSTOMER NO: 4326835

CUSTOMER: Ms. Anne J. Shuford
Airtouch Communications
One California Street
21st Floor
San Francisco, CA 94111

CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION

NAME: PCS NUCLEUS, L.P.

B95 000000372

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 15 PM 1:47

XXX

XXXX CORPORATION
LIMITED PARTNERSHIP

CONTACT PERSON: Sebrena Randolph

B/K
3/15/96

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

PCS Nucleus, L.P. doing business in Florida as PCS Nucleus, Limited Partnership
(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

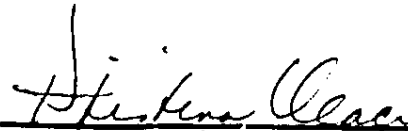
Please add the following name to the general partners identified in Item

U.S. West PCS Holdings, Inc.

7800 East Orchard Road
Englewood, Colorado 80121

F95000005289

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 15 PM 1:47



(Signature of a General Partner)

Kristina Veaco, Assistant Secretary for AirTouch PCS
(Typed or printed name of General Partner signing above)

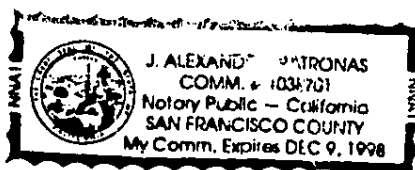
Holding, Inc.

STATE OF California

COUNTY OF San Francisco

On this 28 day of December, 1995, Kristina Veaco
personally appeared before me,

- ☒ who is personally known to me
☐ whose identity I proved on the basis of





(Notary Public Signature)

J. Alexandria Patronas

(Notary's Printed Name)

Seal

My Commission Expires: 12/9/98