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6/26/01

CORPORATE DETAIL RECORD SCREEN

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NUM: B95000000372 ST:DE INACTIVE/FOREIGN LP FLD: 10/20/1995
LAST: REVOKED FOR ANNUAL REPORT FLD: 09/29/2000

ACT CONT: 250,000,000.00 FEI#: 94-3219319

NAME : PCS NUCLEUS, LIMITED PARTNERSHIP

CROSS REF: PCS NUCLEUS, L.P.

PRINCIPAL: 1209 ORANGE STREET

ADDRESS WILMINGTON, DE 19801

MAILING : 6 CAMPUS CIRCLE

ADDRESS WESTLAKE, TX 76262

RA NAME : THE PRENTICE-HALL CORPORATION SYSTEM, INC.

RA ADDR : 1201 HAYS STREET, SUITE 105

TALLAHASSEE, FL 32301 US

ANN REP : (1997) I 12/31/96 (1998) I 12/24/97 (1999) I 12/31/98

1. MENU, 3. PARTNERS, 4. EVENTS

ENTER SELECTION AND CR:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Deleting
a general partner

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W. P. Verifier	DCC

**CERTIFICATE OF AMENDMENT
TO
APPLICATIONS FOR REGISTRATION
OF**

PCS Nucleus, L.P.

(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:

General Partner U.S. West PCS Holdings, Inc. is no longer a General Partner of PCS Nucleus, L.P.

Melissa Kennedy
(Signature of a General Partner)

AirTouch PCS Holding, Inc. Its: General Partner
By: Melissa Kennedy, Assistant Secretary
(Typed or printed name of General Partner signing above)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN 26 AM 11:25

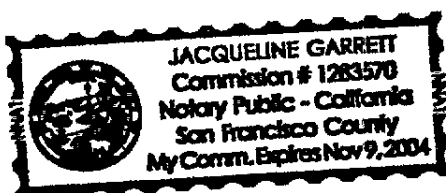
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STATE OF CALIFORNIA)
) ss.
COUNTY OF CONTRA COSTA)

On this 11th day of June, 2001, before me, Jacqueline Garrett, Notary Public, personally appeared MELISSA KENNEDY, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Jacqueline Garrett
Jacqueline Garrett



My Commission Expires: 9 November 2004