



THE UNITED STATES
CORPORATION
COMPANY

F00000006369

ACCOUNT NO. : 072100000032

REFERENCE : 891396 5030608

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Poynt

ORDER DATE : November 8, 2000

ORDER TIME : 10:31 AM

ORDER NO. : 891396-005

800003464438--7

CUSTOMER NO: 5030608

CUSTOMER: Ms. Lorrie Turner
Powertel, Inc.
1239 O.g. Skinner Dr.

West Point, GA 31833

FOREIGN FILINGS

NAME: POWERTEL/BIRMINGHAM, INC.

** FILE FIRST **

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER:

FILED
00 NOV 15 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 NOV 15 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

11/15

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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1. Powertel/Birmingham, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Missouri

(State or country under the law of which it is incorporated)

3. 58-2228919

(FEI number, if applicable)

4. May 01, 1995

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

1239 O.G. Skinner Dr.

7. West Point, GA 31833

(Principal office address)

(Current mailing address)

Wireless Telecommunications To engage in any act or activity for which corporations may be organized.

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: _____

BRIAN COURTNEY, ASST. VP
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lorena G. Turner, Assistant Secretary Lorena G. Turner
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Powertel/Birmingham, AL

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TALLAHASSEE, FLORIDA

List of Officers

Name:	Allen E. Smith	Title:	President
Bus. Addr.:	1239 O. G. Skinner Dr., West Point, GA 31833		
Name:	Rodney D. Dir	Title:	Chief Operating Officer
Bus. Addr.:	1239 O. G. Skinner Dr., West Point, GA 31833		
Name:	George R. Johnson	Title:	Executive Vice President
Bus. Addr.:	31 Inverness Center Pkwy, 600, Birmingham, AL 35203		
Name:	Michael E. Bashaw	Title:	Vice President/General Manager
Bus. Addr.:	31 Inverness Center Pkwy, 600, Birmingham, AL 35203		
Name:	J. Harold Gwin	Title:	Vice President/Operations
Bus. Addr.:	31 Inverness Center Pkwy, 600, Birmingham, AL 35203		
Name:	Kay Patterson	Title:	Vice President/Customer Service
Bus. Addr.:	31 Inverness Center Pkwy, 600, Birmingham, AL 35203		
Name:	Robert Wilkins	Title:	Vice President/Sales
Bus. Addr.:	31 Inverness Center Pkwy, 600, Birmingham, AL 35203		
Name:	Jill F. Dorsey	Title:	Vice President/General Counsel
Bus. Addr.:	1239 O. G. Skinner Dr., West Point, GA 31833		
Name:	Timothy B. Knight	Title:	Vice President/Controller
Bus. Addr.:	1239 O. G. Skinner Dr., West Point, GA 31833		
Name:	Fred G. Astor, Jr.	Title:	Secretary and Treasurer
Bus. Addr.:	1239 O. G. Skinner Dr., West Point, GA 31833		
Name:	Lorena G. Turner	Title:	Assistant Secretary
Bus. Addr.:	1239 O. G. Skinner Dr., West Point, GA 31833		

List of Directors

Name:	Allen E. Smith	Term:	Dec 31, 2001
Bus. Addr.:	1239 O. G. Skinner Dr., West Point, GA 31833		
Name:	Fred G. Astor	Term:	Dec 31, 2001
Bus. Addr.:	1239 O. G. Skinner Dr., West Point, GA 31833		
Name:	George R. Johnson	Term:	Dec 31, 2001
Bus. Addr.:	31 Inverness Center Pkwy, 600, Birmingham, AL 35203		

No. 00410841

STATE OF MISSOURI



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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

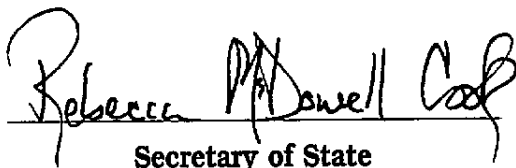
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

POWERTEL/BIRMINGHAM, INC.

was incorporated under the laws of this State on the 1st day of MAY, 1995, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 14th day of NOVEMBER, 2000.


Secretary of State

