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ACCOUNT NO. : 072100000032

REFERENCE : 970670 4304512

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

FILED
01 JAN 23 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 19, 2001

ORDER TIME : 10:05 AM

ORDER NO. : 970670-005

CUSTOMER NO: 4304512

CUSTOMER: Mr. Brad Van Zoeren
Sidley & Austin
Bank One Plaza 10 S. Dearborn
Suite 42 Mn
Chicago, IL 60603

200003567642--6

FOREIGN FILINGS

NAME: USCOC OF HAWAII 3, INC. *(7)*

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denise Mick -- EXT# 1150

EXAMINER: *BK 1/23*

RECEIVED
01 JAN 23 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
01 JAN 23 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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.*

1. USCOC of Hawaii 3, 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. Delaware 3. 36-3655663
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 22, 1989 5. Perpetual
(Date of incorporation) (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.)
7. 8410 W. Bryn Mawr Suite 700 Chicago, IL. 60631
(Principal office address)
- Same
(Current mailing address)
8. Any lawful purpose.
(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, Florida 32301
(City) (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

Laura R. Mudd **ASSISTANT SECRETARY**
(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.

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

A. DIRECTORS

Chairman: LeRoy T. Carlson, Jr.

Address: Telephone and Data Systems, Inc.

30 N. La Salle Suite 4000 Chicago, IL. 60602

Vice Chairman: _____

Address: _____

Director: John E. Rooney

Address: United States Cellular Corporation

8410 W. Bryn Mawr Suite 700 Chicago, IL. 60631

Director: _____

Address: _____

B. OFFICERS

President: See attached officers 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. Stephen P. Fitzell
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stephen P. Fitzell, Assistant Secretary

(Typed or printed name and capacity of person signing application)

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Officers:

President: John E. Rooney

Address: United States Cellular Corporation
8410 W. Bryn Mawr
Suite 700
Chicago, IL. 60631

Vice-President: Richard W. Goehring

Address: United States Cellular Corporation
8410 W. Bryn Mawr
Suite 700
Chicago, IL. 60631

Vice-President: John T. Quille

Address: United States Cellular Corporation
8410 W. Bryn Mawr
Suite 700
Chicago, IL. 60631

Vice-President: Leon J. Hensen

Address: United States Cellular Corporation
P.O. Box 7835
Madison, WI 53707

Vice-President: Conrad J. Hunter

Address: United States Cellular Corporation
800 Cornerstone Dr.
Knoxville, TN 37932

Vice-President: Eva-Marie Wohn

Address: United States Cellular Corporation
8410 W. Bryn Mawr
Suite 700
Chicago, IL. 60631

Vice-President: Thomas S. Weber

Address: United States Cellular Corporation
8410 W. Bryn Mawr
Suite 700
Chicago, IL. 60631

Vice-President: Douglas S. Arnold
Address: United States Cellular Corporation
8410 W. Bryn Mawr
Suite 700
Chicago, IL. 60631

Vice-President: James D. West
Address: United States Cellular Corporation
8410 W. Bryn Mawr
Suite 700
Chicago, IL. 60631

Vice-President: Russell F. Arsaga
Address: United States Cellular Corporation
8410 W. Bryn Mawr
Suite 700
Chicago, IL. 60631

Vice-President: Stephen D. Clark
Address: United States Cellular Corporation
8410 W. Bryn Mawr
Suite 700
Chicago, IL. 60631

Vice-President: Jay M. Ellison
Address: United States Cellular Corporation
8410 W. Bryn Mawr
Suite 700
Chicago, IL. 60631

Vice-President: David M. Friedman
Address: United States Cellular Corporation
8410 W. Bryn Mawr
Suite 700
Chicago, IL. 60631

Vice-President: Linda L. Baker
Address: United States Cellular Corporation
8410 W. Bryn Mawr
Suite 700
Chicago, IL. 60631

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Vice-President & Treasurer: Kenneth R. Meyers
Address: United States Cellular Corporation
8410 W. Bryn Mawr
Suite 700
Chicago, IL. 60631

Secretary: Gregory J. Wilkinson
Address: Telephone and Data Systems, Inc.
8401 Greenway Blvd.
Middleton, WI 53562

Assistant Secretary: Stephen P. Fitzell
Address: Sidley & Austin
10 S. Dearborn
Bank One Plaza
Chicago, IL. 60603

Assistant Secretary: Mark A. Krohse
Address: U.S. Cellular
8410 W. Bryn Mawr
Suite 700
Chicago, IL. 60631

Assistant Treasurer: James J. Zander
Address: U.S. Cellular
8410 W. Bryn Mawr
Suite 700
Chicago, IL. 60631

Assistant Secretary: Michael G. Hron
Address: Sidley & Austin
10 S. Dearborn
Bank One Plaza
Chicago, IL. 60603

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USCOC OF HAWAII 3, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Secretary of State

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AUTHENTICATION: 0923857

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DATE: 01-19-01