

F02000001368



ACCOUNT NO. : 072100000032

REFERENCE : 478816 4386365

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 70.00

FILED
02 MAR 19 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 18, 2002

ORDER TIME : 12:54 PM

ORDER NO. : 478816-100

CUSTOMER NO: 4386365

CUSTOMER: Ms. Elizabeth Mussell
Cingular Wireless
5565 Glenridge Connector
Suite 1700
Atlanta, GA 30342

100005135101--2

FOREIGN FILINGS

*****FILE 1ST*****

NAME: CINGULAR WIRELESS FINANCE
CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

BK

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02 MAR 19 PM 2:54

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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02 MAR 19 11 AM 8:14
TALLAHASSEE, FLORIDA
STATE DEPT. OF STATE

1. CINGULAR WIRELESS FINANCE CORP.
(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. 04-3597583
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. January 2, 2001 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. 5565 Glenridge Connector, Atlanta, GA 30342
(Principal office address)
5565 Glenridge Connector, Atlanta, GA 30342
(Current mailing address)
Any and all lawful business, but specifically, serve as general partner of a limited partnership
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, 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

Brian Courtney
Asst. V. Pres.

(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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TALLAHASSEE, FLORIDA

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. Elizabeth A. Mussell, Assistant Secretary
(Typed or printed name and capacity of person signing application)

**CINGULAR WIRELESS FINANCE CORP.
DIRECTORS AND OFFICERS
as of March 1, 2002**

DIRECTORS

Rick Lindner

5565 Glenridge Connector
Atlanta, GA 30342

Sean Foley

5565 Glenridge Connector
Atlanta, GA 30342

OFFICERS

Stephen Carter

President and Chief
Executive Officer

5565 Glenridge Connector
Atlanta, GA 30342

Mark L. Feidler

Chief Operating Officer

5565 Glenridge Connector
Atlanta, GA 30342

Rick Lindner

Chief Financial Officer

5565 Glenridge Connector
Atlanta, GA 30342

Joaquin R. Carbonell

Senior Vice President
and General Counsel --
Legal and Regulatory

5565 Glenridge Connector
Atlanta, GA 30342

Greg Hall

Controller

5565 Glenridge Connector
Atlanta, GA 30342

Carol L. Tacker

Vice President, Assistant General
Counsel & Corporate Secretary

5565 Glenridge Connector
Atlanta, GA 30342

Steve McGaw

Executive Vice President --
Corporate Development

5565 Glenridge Connector
Atlanta, GA 30342

Rodney Larsen

Assistant Vice President --
Internal Audit

5565 Glenridge Connector
Atlanta, GA 30342

Sean Foley

Vice President -- Treasurer

5565 Glenridge Connector
Atlanta, GA 30342

Michael Kay

Assistant Vice President -- Taxes

5565 Glenridge Connector
Atlanta, GA 30342

Cindy Irons

Assistant Treasurer

5565 Glenridge Connector
Atlanta, GA 30342

John J. O'Connor

Assistant Secretary

5565 Glenridge Connector
Atlanta, GA 30342

Elizabeth A. Mussell

Assistant Secretary

5565 Glenridge Connector
Atlanta, GA 30342

02 APR 19
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 TALLAHASSEE, FLORIDA
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Delaware

The First State

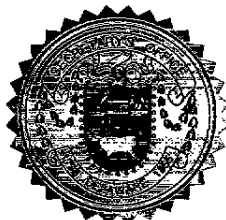
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TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CINGULAR WIRELESS FINANCE CORP." 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 EIGHTEENTH DAY OF MARCH, A.D. 2002.

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

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1671499

DATE: 03-18-02