

F05 000007496

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

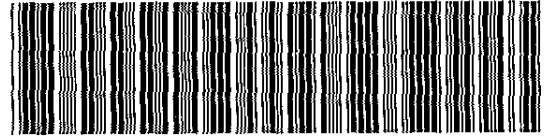
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 760049 7156704  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 70.00

FILED  
2005 DEC 28 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 15, 2005  
ORDER TIME : 9:35 AM  
ORDER NO. : 760049-235  
CUSTOMER NO: 7156704

FOREIGN FILINGS

NAME: POWERTEL/MEMPHIS INC

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse -- EXT# 2954

EXAMINER: \_\_\_\_\_

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. Powertel/Memphis, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 58-2228912

(FEI number, if applicable)

4. October 26, 1994

(Date of incorporation)

5. perpetual

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

6. 01/01/2005

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 12920 SE 38th Street, Bellevue, WA 98006

(Principal office address)

12920 SE 38th Street, Bellevue, WA 98006

(Current mailing address)

8. wireless telecommunications

(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 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:   
(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: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Brian Kirkpatrick

Address: 12920 SE 38th St., Bellevue, WA 98006

Director: David A. Miller

Address: 12920 SE 38th St., Bellevue, WA 98006

## B. OFFICERS

President: Robert P. Dotson

Address: 12920 SE 38th St., Bellevue, WA 98006

Vice President: Brian Kirkpatrick

Address: 12920 SE 38th St., Bellevue, WA 98006

Secretary: Lee A. Tostevin, Assistant Secretary

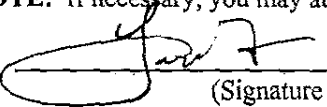
Address: 12920 SE 38th St., Bellevue, WA 98006

Treasurer: Casey Otley

Address: 12920 SE 38th St., Bellevue, WA 98006

*See attached list for additional officers*

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

13.  \_\_\_\_\_  
(Signature of Director or Officer listed in number 12 of the application)

14. Lee A. Tostevin, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

**Additional Officers**

Michael Butler	Executive Vice President and Chief Marketing Officer
Bruce Brown	Senior Vice President and Chief Information Officer
Cole Brodman	Senior Vice President and Chief Development Officer
John Carney, III	Senior Vice President, Sales
David A. Miller	Senior Vice President, General Counsel and Secretary
John Clelland	Senior Vice President, Marketing
Susan Nokes	Senior Vice President, Customer Care
Neville Ray	Senior Vice President, Engineering Operations
Allyn Hebner	Vice President, Accounting
	Controller and Principal Accounting Officer
H. "Skip" Cornett	Vice President, Tax
Dirk Mosa	Vice President, Corporate Development
Lauren Venezia	Deputy General Counsel and Assistant Secretary

**Address for all above officers:** 12920 SE 38th St., Bellevue, WA 98006

# Delaware

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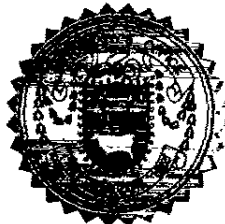
## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POWERTEL/MEMPHIS, 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 TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "POWERTEL/MEMPHIS, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 1994.

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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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4404461

DATE: 12-27-05