

F94000000707

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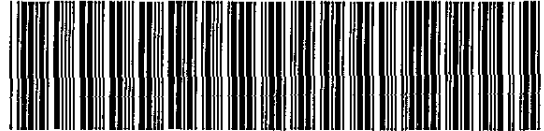
MAIL

(Business Entity Name)

(Document Number)

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2002 NOV 15 PM 1:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
NOV 15 2002

N.C.
C. Couliette NOV 15 2002



ACCOUNT NO. : 072100000032

REFERENCE : 818200 4300092

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pajuta

ORDER DATE : November 13, 2002

ORDER TIME : 9:57 AM

ORDER NO. : 818200-035

CUSTOMER NO: 4300092

CUSTOMER: Kimberly Monroe, Esq
Schulte Roth & Zabel LLP
919 Third Avenue
19th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: METROCALL, INC.

FILE 1ST

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: _____

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F94000000707

Document Number of Corporation (If known)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Metrocall, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware
(Incorporated under laws of)
3. February 14, 1994
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 8, 2002
5. Metrocall Holdings, Inc.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Shirley B. White
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Shirley B. White
(Typed or printed name)

October 30, 2002
(Date)

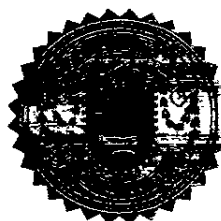
Assistant Secretary
(Title)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "METROCALL, INC.", FILED A RESTATED CERTIFICATE, CHANGING ITS NAME TO "METROCALL HOLDINGS, INC.", THE EIGHTH DAY OF OCTOBER, A.D. 2002, AT 4:01 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0946945 8320

AUTHENTICATION: 2087605

020699917

DATE: 11-13-02