

F 9400000 176 9

Price Wireless
12800 University Dr., Ste. 500
Ft. Myers, FL 33907-5337

February 26 1998

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/12/98--01051--007
*****35.00 *****35.00

Re: Palmer Wireless, Inc.

Effective October 6, 1997, Palmer Wireless, Inc. (a Delaware corporation) merged with Price Communications Wireless, Inc. (a Delaware corporation). The surviving company was Palmer Wireless, Inc., but there was a name change to "Price Communications Wireless, Inc." as a part of the merger.

Enclosed is a signed application for amendment, along with a certified copy of the Delaware merger agreement and filing fee of \$35.00 to effect the name change in the state of Florida from Palmer Wireless, Inc. to Price Communications Wireless, Inc.

Please send evidence of filing to:

K. Patrick Meehan
Price Communications Wireless
12800 University Drive
Suite 500
Ft. Myers, FL 33907-5333

FILED
98 MAR 12 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your attention to this request.

Very truly yours,



K. Patrick Meehan
VP/ General Counsel/ Secretary

NC

Enclosures

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PRO 3/16

(Pursuant to s. 607.1504, F.S.)

(1-3 MUST BE COMPLETED)

1. PALMER WIRELESS, INC.
Name of corporation as it appears on the records of the Department of State.

2. DELAWARE
Incorporated under laws of

3. APRIL 7, 1984
Date authorized to do business in Florida

3. APRIL 7, 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 6, 1997

5. PRICE COMMUNICATIONS WIRELESS, 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

Signature

3/4/58
Date

K. PATRICK MEEHAN
Typed or printed name

VP/ GEN. COUNSEL/ SECRETARY
Title

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PRICE COMMUNICATIONS WIRELESS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "PALMER WIRELESS, INC." UNDER THE NAME OF "PRICE COMMUNICATIONS WIRELESS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF OCTOBER, A.D. 1997, AT 12:05 O'CLOCK P.M.



Edward J. Freel, Secretary of State

2364056 8100M

981048598

AUTHENTICATION: 8908678

DATE: 02-06-98

**CERTIFICATE OF MERGER
OF
PRICE COMMUNICATIONS WIRELESS, INC.
WITH AND INTO
PALMER WIRELESS, INC.**

The undersigned corporation, organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Palmer Wireless, Inc.	Delaware
Price Communications Wireless, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger dated as of May 23, 1997 (the "Merger Agreement") by and among Palmer Wireless, Inc. ("Palmer"), Price Communications Wireless, Inc. (successor-in-interest to Price Communications Cellular Merger Corp.) and Price Communications Corporation, a New York corporation, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the Delaware General Corporation Law.

THIRD: That the name of the surviving corporation in the merger is Palmer Wireless, Inc., which name shall be changed to Price Communications Wireless, Inc. upon the effectiveness of the merger and an amendment to the certificate of incorporation as set forth in Article 4 below.

FOURTH: That the following amendments to the certificate of incorporation of Palmer, the surviving corporation, are to be effected by the merger: the certificate of incorporation of Palmer shall be amended, restated, and integrated to read in its entirety as set forth in Exhibit A attached hereto and incorporated herein by this reference and as so amended, restated, and integrated shall be the certificate of incorporation of the surviving corporation

FIFTH: That the executed Merger Agreement is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 12800 University Drive, Fort Myers, Florida 33907.

SIXTH: That a copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, Palmer Wireless, Inc. has caused this Certificate of Merger to be signed by William J. Ryan, its authorized officer, this 6th day of October 1997.

PALMER WIRELESS, INC.

By: 

Name: William J. Ryan

Title: President and Chief Executive Officer

Exhibit A

**RESTATED CERTIFICATE OF INCORPORATION
OF
PRICE COMMUNICATIONS WIRELESS, INC.**

FIRST: The name of the Corporation is Price Communications Wireless, Inc.

SECOND: The registered office of the Corporation shall be located at 1013 Centre Road, Wilmington, Delaware 19805 in the County of New Castle. The registered agent of the Corporation at such address shall be Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law"). The Corporation shall have all power necessary or helpful to engage in such acts and activities.

FOURTH: The total number of shares of common stock that the Corporation shall have the authority to issue is 3,000 shares, of which 1,500 shall be classified as shares of Class A Common Stock, par value \$0.01 per share ("Class A Common Stock") and 1,500 shall be classified as shares of Class B Common Stock, par value \$0.01 per share ("Class B Common Stock"). (The Class A Common Stock and Class B Common Stock are sometimes referred to collectively as the "Common Stock.")

Except as provided herein, each share of Class A Common Stock and Class B Common Stock shall have the same relative rights as and be identical in all respects as to all matters. Each holder of shares of Class A Common Stock and Class B Common Stock shall be entitled to attend all special and annual meetings of the stockholders of the Corporation. On all matters upon which stockholders are entitled or permitted to vote, every holder of Class A Common Stock shall be entitled to cast one (1) vote in person or by proxy for each outstanding share of Class A Common Stock standing in such holder's name on the transfer books of the Corporation, and every holder of Class B Common Stock shall be entitled to cast five (5) votes in person or by proxy for each outstanding share of Class B Common Stock standing in such holder's name on the transfer books of the Corporation. Except as otherwise provided in this Certificate of Incorporation or by applicable law, the holders of shares of Class A Common Stock and Class B Common Stock shall vote together as a single class.

FIFTH: To the extent permitted by law, the Corporation shall fully indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative)

by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

To the extent permitted by law, the Corporation may fully indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

The Corporation shall advance expenses (including attorneys' fees) incurred by a director or officer in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to indemnification. The Corporation may advance expenses (including attorneys' fees) incurred by an employee or agent in advance of the final disposition of such action, suit or proceeding upon such terms and conditions, if any, as the Board of Directors deems appropriate.

SIXTH: In furtherance and not in limitation of the powers conferred by the Delaware General Corporation Law, the Board of Directors is expressly authorized and empowered to adopt, amend and repeal the Bylaws of the Corporation.