

FROM HOLLAND & KNIGHT AMBA

(THU) 6. 28' 01 12:42/ST. 12:41/NO. 1261068498

F94000001770

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Please note effective
date and time in
Article II.

EFFECTIVE DATE
6-29-01

MERGER OR SHARE EXCHANGE

PALMER WIRELESS HOLDINGS, INC.

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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

PANAMA CITY COMMUNICATIONS, INC., a Florida corporation, document
number K10002

INTO

PALMER WIRELESS HOLDINGS, INC., a Delaware entity, F94000001770

File date: June 28, 2001, effective June 29, 2001

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER BETWEEN
PALMER WIRELESS HOLDINGS, INC. AND
PANAMA CITY COMMUNICATIONS, INC.

Pursuant to Section 607.1105, Florida Statutes, Palmer Wireless Holdings, Inc., a Delaware corporation (the "Surviving Corporation"), and Panama City Communications, Inc., a Florida corporation ("PCCI"), adopt the following Articles of Merger for the purpose of effecting the merger of PCCI into the Surviving Corporation (the "Merger").

Accordingly, the Surviving Corporation adopts and submits the following Articles of Merger for the purpose of effecting the Merger:

EFFECTIVE DATE
6-29-01

ARTICLE I

The Plan of Merger, as contained in the Plan of Merger effective as of 9:30 a.m. Eastern Time on June 29th, 2001, effecting the Merger of PCCI with and into the Surviving Corporation, is attached and made a part of these Articles of Merger as Exhibit A (the "Plan of Merger").

ARTICLE II

The effective time of the Merger shall be at 9:30 a.m. Eastern Time on June 29, 2001.

ARTICLE III

The Plan of Merger was adopted by the Surviving Corporation by the unanimous written consent of its Board of Directors on June 28th, 2001. Pursuant to Section 253 of the Delaware General Corporation Law, stockholder approval was not required.

Panama City

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IN WITNESS WHEREOF, the undersigned have executed this document as
of the 28th day of June, 2001.

PALMER WIRELESS HOLDINGS, INC.

By: /s/Robert Price
Robert Price
Chairman

PANAMA CITY COMMUNICATIONS, INC.

By: /s/Robert Price
Robert Price
Chairman

EXHIBIT A

PLAN OF MERGER

Palmer Wireless Holdings, Inc. has adopted the following plan of merger (the "Merger") pursuant to Section 607.1104, Florida Statutes and Section 253 of the Delaware General Corporation Law.

- a) The names of the corporations planning to merge are:
Panama City Communications, Inc. ("PCCI"), and Palmer Wireless Holdings, Inc.
- b) The name of the surviving corporation is Palmer Wireless Holdings, Inc. (the "Surviving Corporation").
- c) The terms and conditions of the Merger are as follows:

On the effective date of the Merger, PCCI shall merge into its parent, the Surviving Corporation. The separate existence of PCCI shall cease, its issued and outstanding stock shall be cancelled and the Surviving Corporation shall succeed to all the liabilities, rights, privileges, immunities, and franchises and all the property, real, personal and mixed of PCCI, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all obligations of PCCI, and neither the rights of the creditors nor any liens on the property of PCCI shall be impaired by the Merger. There shall be no changes in the Articles of Incorporation of the Surviving Corporation as a result of this Merger.

- d) The manner and basis of converting the shares of each corporation shall be as follows:

On the effective date of the Merger:

- (i) Each share of the Surviving Corporation's common stock shall be unchanged upon the effectiveness of the Merger.
- (ii) Each share of the stock of PCCI that is outstanding immediately prior to the effectiveness of the Merger shall be surrendered and cancelled upon effectiveness of the Merger.

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- e) The assets of PCCI shall be recorded in the accounts of the Surviving Corporation at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus, and earned surplus of PCCI and the Surviving Corporation shall be, respectively, the stated capital, capital surplus, and earned surplus of the Surviving Corporation.
- f) Because the Surviving Corporation owns 100% of the outstanding shares of PCCI, there are no dissenting shareholders.
- g) The effective date of the Merger shall be 9:30 a.m. Eastern Time on June 29, 2001.

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