



Prentice Hall Legal & Financial Services

ATTN: Andee (804) 222-7405

F950000015/2

01 MAIN STREET SUITE 100
RICHMOND, VA 23201
CORPORATION(S) NAME

CHARTER NUMBER

Propage Acquisition Corporation

500001442539
-03/29/95--01019--007
****122.50 ****122.50

- Amendment
- Annual Report
- Change of Registered Agent
- Dissolution/Withdrawal
- Domestication
- Fictitious Business Name
- Foreign - Profit
- Foreign - Non-Profit
- Limited Partnership
- Limited Liability
- Mtr. Veh.

- Merger
- Name Reservation
- Name Registration
- Non-Profit/Articles of Incorporation
- Other
- Profit/Articles of Incorporation
- Reinstatement
- Resignation of R.A., Off/Dir
- Trademark
- UCC/Filing 1
- UCC/Filing 3

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 29 AM 11:09

- Certified Copy
- Photocopy
- Corporate Print-Out
- Fictitious/Owner Search

- CUS
- Good Standing
- R.A., Off/Dir Search

() Walk In () Call if Problem () Will Wait () Pick up 3:29
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Bos BY: Helen
 BRANCH RECEIVING: Pz BY: Andee
 REF/JOB # 522-95-03273
 CLIENT MATTER # _____
 SAME DAY 24 HR _____ ROUTINE _____
 VERBAL REQUESTED: YES OR NO
 DATE SENT: ___/___/___ MAIL FAX FED EXP.
 FILED: ___/___/___
 SENT TO: BRANCH CLIENT _____
 SPECIAL INSTRUCTIONS: _____

CHECK #	<u>30768</u>
ST./CTY/ FEES	<u>122.50</u>
CORR. FEE/ SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. ProPage Acquisition Corporation
(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. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 12, 1994 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 1, 1995 (estimated)
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.)

7. c/o Arch Communications Group, Inc., 1800 West Park,
Suite 250, Westborough, MA 01581
(Current mailing address)

8. To engage in any lawful activity in which a corporation may engage, as in
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) in particular, wireless messaging.

9. **Name and street address of Florida registered agent:**

The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, 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.

The Prentice-Hall Corporation System, Inc.

By: Jay S. Robbins Acc + UP
(Registered agent's signature)

Jay S. Robbins, Asst. V.P.

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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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: C. Edward Baker, Jr.

Address: 1800 West Park Drive, Suite 250

Westborough, MA 01581

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: C. Edward Baker, Jr.

Address: 1800 West Park Drive, Suite 250

Westborough, MA 01581

Exec. Vice President: John B. Saynor

Address: 1800 West Park Drive, Suite 250

Westborough, MA 01581

Secretary: Garry B. Watzke

Address: 745 Atlantic Avenue

Boston, MA 02111

Treasurer: William A. Wilson

Address: 1800 West Park Drive, Suite 250

Westborough, MA 01581

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

13.

Garry B. Watzke
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

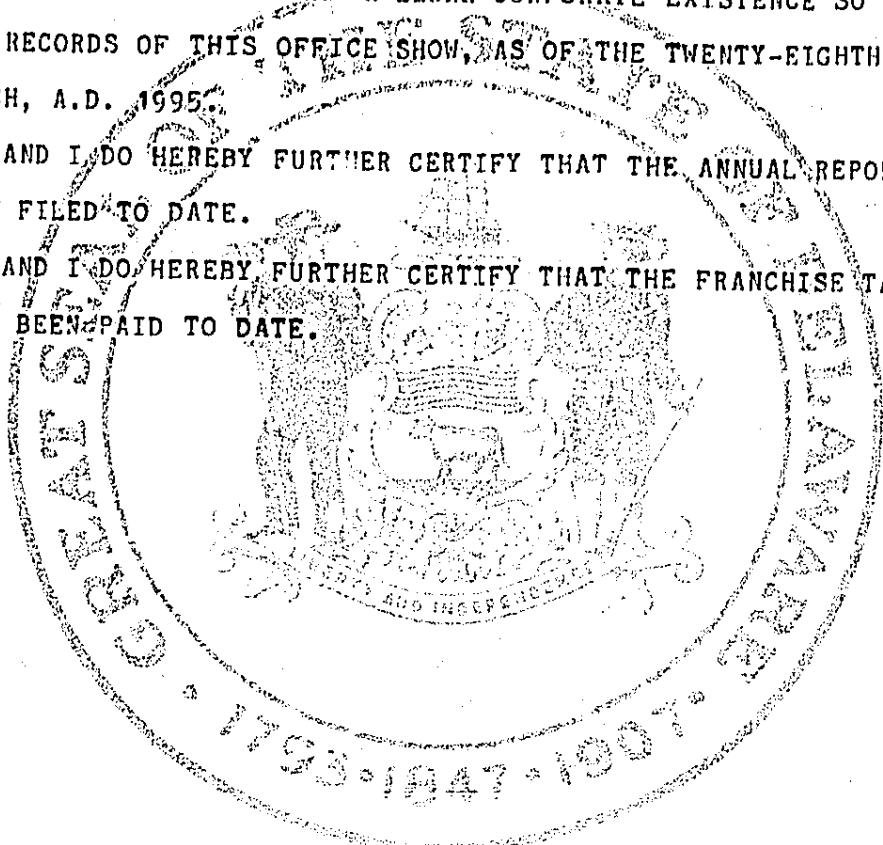
Garry B. Watzke, Secretary
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROPAGE ACQUISITION CORPORATION" 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-EIGHTH DAY OF MARCH, A.D. 1995.

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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 29 AM 11:09



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7452646
DATE: 03-28-95