

F95000004930

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(Business Entity Name)

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05 MAY 16 PM 3:43
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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AirTouch PCS Holding, Inc.
(Name of corporation)

DOCUMENT NUMBER: F95000004930

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Betsy Peterson
(Name of person)

Vodafone Americas Inc.
(Name of firm/company)

2999 Oak Road, 10th Floor
(Address)

Walnut Creek, CA 94597
(City/state and zip code)

For further information concerning this matter, please call:

Betsy Peterson at (925) 210-2943
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
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(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed) |
|--|--|---|---|

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 21, 2005

BETSY PETERSON
VODAFONE AMERICAS INC.
2999 OAK ROAD, 10TH FLOOR
WALNUT CREEK, CA 94597

SUBJECT: AIRTOUCH PCS HOLDING, INC.
Ref. Number: F95000004930

We have received your document for AIRTOUCH PCS HOLDING, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 605A00027402

5-11-05-

Please see attached

RECEIVED
05 MAY 16 AM 9:35
DIVISION OF CORPORATIONS

FILED
05 MAY 16 PM 3 43
FBI - NEW YORK
RECEIVED
MAY 16 1964

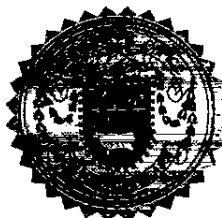
Secretary
(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AIRTOUCH PCS HOLDING, INC.", CHANGING ITS NAME FROM "AIRTOUCH PCS HOLDING, INC." TO "VODAFONE HOLDINGS INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JANUARY, A.D. 2005, AT 5:12 O'CLOCK P.M.



2511002 8100

050338564

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3840039

DATE: 04-27-05

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AIRTOUCH PCS HOLDING, INC.

AIRTOUCH PCS HOLDING, INC., a corporation organized and existing under and by virtue of the general corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST. That the Board of Directors of said corporation, at a meeting duly convened and held, adopted the following resolution:

RESOLVED, that the Board of Directors hereby declares it advisable and in the best interest of the Company that Article FIRST of the Certificate of Incorporation be amended to read as follows:

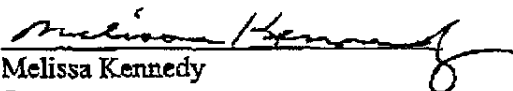
FIRST: The name of the corporation is:

Vodafone Holdings Inc.

SECOND. That the said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Melissa Kennedy, this 19th day of January A. D. 2005.


Melissa Kennedy
Secretary