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ACCOUNT NO. : 000000000000

REFERENCE : 705286 2687A

AUTHORIZATION :

COST LIMIT : 3 PREPAID

ORDER DATE : November 14, 1995

ORDER TIME : 11:02 AM

ORDER NO. : 705286

CUSTOMER NO: 2687A

CUSTOMER: Diane Cowell, Legal Asst
Sidley & Austin
44th Floor
One First National Plaza
Chicago, IL 60603

FOREIGN FILINGS

NAME: USCC PAYROLL CORPORATION

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HARRY DAVIS

95 NOV 15 PM 2:07

REC'D
FBI
CHICAGO
NOV 15 1995

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TRANSMITTAL LETTER

TO Qualification/Tax Lien Section
Division of Corporations

SUBJECT: LISC'C PHYSICAL CORPORATION
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MR STEVEN STARK
(Name of Person)
TELEPHONE & DATA SYSTEMS INC.
(Firm/Company)
1461 GREENWAY BLVD
(Address)
INDIAN LAKE FL 33562
(City/State/Zip)

55 NOV 15 PM 2:07

Should you need to call someone concerning this matter, please call:

STEVEN STARK at (608) 828-5300
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

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

1. USCC PAYROLL 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. DELMARE
(State or country under the law of which it is incorporated)
3. 36-4646514
(FEI number, if applicable)
4. 11/27/95
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. JANUARY 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. C/E TELEPHONE & DATA SYSTEMS, INC.
8461 GREENWAY BLVD. MIDDLETON, WI 53562
(Current mailing address)
8. MANAGEMENT OF CELLULAR TELECOMMUNICATIONS
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: CORPORATION SERVICE COMPANY
Office Address: 1361 HAYS STREET
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.

Aren B. Pizar
(Registered agent's signature)

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.

12. Names and addresses of officers and or directors (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman _____

Address _____

Vice Chairman _____

Address _____

Director: LARRY T. CARLSON

Address: 8401 GREENWAY BLVD

INDIANAPOLIS IN 53502

Director: H. DENARD NELSON

Address: 8410 W. BRYN MAWR AVE. SUITE 700

CHICAGO IL 60631

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: H. DENARD NELSON

Address: 8410 W. BRYN MAWR AVE. SUITE 700

CHICAGO IL 60631

Vice President: KENNETH R. MYERS

Address: 8410 W. BRYN MAWR AVE. SUITE 700

CHICAGO IL 60631

Secretary: STEVEN P. FITZALL

Address: ONE FIRST NATIONAL PLAZA

CHICAGO IL 60603

Treasurer: KENNETH R. MYERS

Address: 8410 W. BRYN MAWR AVE. SUITE 700 CHICAGO IL 60631

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

13. [Signature]

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

14. KENNETH R. MYERS V.P. / TREAS.

(Typed or printed name and capacity of person signing application)

USCC PAYROLL CORPORATION OFFICER/DIRECTOR LIST

President	H. Donald Nelson	8410 W. Bryn Mawr, Chicago, IL 60631
Vice President	Richard W. Goehring	8410 W. Bryn Mawr, Chicago, IL 60631
Vice President	Kenneth R. Meyers	8410 W. Bryn Mawr, Chicago, IL 60631
Vice President	Edward W. Towers	8410 W. Bryn Mawr, Chicago, IL 60631
Vice President	Douglas S. Arnold	8410 W. Bryn Mawr, Chicago, IL 60631
Vice President	Randy H. Jenkins	8410 W. Bryn Mawr, Chicago, IL 60631
Vice President	Kari L. Jordan	8410 W. Bryn Mawr, Chicago, IL 60631
Vice President	David P. Rivoira	8410 W. Bryn Mawr, Chicago, IL 60631
Vice President	Joyce V. Gab Kneeland	8410 W. Bryn Mawr, Chicago, IL 60631
Vice President	Michael A. Mutz	8410 W. Bryn Mawr, Chicago, IL 60631
Vice President	James D. West	8410 W. Bryn Mawr, Chicago, IL 60631
Secretary	Stephen P. Fitzell	One First National Plaza, Chicago, IL 60603
Treasurer	Kenneth R. Meyers	8410 W. Bryn Mawr, Chicago, IL 60631
Assistant Secretary	Mark A. Krohse	8410 W. Bryn Mawr, Chicago, IL 60631
Assistant Treasurer	James J. Zander	8410 W. Bryn Mawr, Chicago, IL 60631
Assistant Secretary	Sherry S. Treston	One First National Plaza, Chicago, IL 60603
Director	LeRoy T. Carlson, Jr.	8401 Greenway Blvd., Middleton, WI 53562
Director	H. Donald Nelson	8410 W. Bryn Mawr, Chicago, IL 60631

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State of Delaware
Office of the Secretary of State

NOTICE OF THE DEPARTMENT OF REVENUE
The Department of Revenue has received information from the Internal Revenue Service that the following persons have been identified as having received income from the sale of certain assets of the State of Delaware. The Department of Revenue is hereby notifying the public that the following persons have been identified as having received income from the sale of certain assets of the State of Delaware.

NOV 15 PM 2:03

RECEIVED
NOV 15 PM 2:03



Edward F. Fied

Edward F. Fied, Secretary of State

ATTEST: NOTARY PUBLIC

DATE: 11/15/99