

F96 000000365

**CSC networks**  
PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 011001 4905A

AUTHORIZATION :

*Patricia Pyszto*

COST LIMIT : \$122.50

ORDER DATE : January 18, 1996

ORDER TIME : 1:42 PM

ORDER NO. : 011001

CUSTOMER NO: 4905A

CUSTOMER: Jody Carlson, Legal Assistant  
Hogan & Hartson L.L.P.  
Columbia Sq., 8th Fl, E. Tower  
555 Thirteenth Street, N.W.  
Washington, DC 20004-1109

400001695044

FOREIGN FILINGS

NAME: INTERCEL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LORI DUNLAP

95 JAN 22 PM 2:41  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned William H. Scott, III, do hereby certify that this Resolution of the Board of Directors of InterCel, Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), was duly adopted on November 17, 1995.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation hereby adopts the name "InterCel PCS, Inc." for use in the State of Florida; and

RESOLVED FURTHER, that the officers of the Corporation (or any of them) hereby are authorized in the name and on behalf of the Corporation to execute and deliver all such instruments and documents and take all such actions as such officer(s) shall determine to be necessary or appropriate to carry out the intent and purposes of the foregoing resolutions (such determination to be conclusively, but not exclusively, evidenced by the execution and delivery of such instruments and documents or the taking of such actions by such officer(s)).

Dated: January 16, 1996



William H. Scott, III  
Director

FILED  
96 JAN 22 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. InterCel, Inc.

(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

(State or country under the law of which it is incorporated)

3. 58-1944750

(FEI number, if applicable)

4. 4/3/91

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon approval of this application

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 1239 O.G. Skinner Drive

West Point, GA 31833

(Current mailing address)  
To provide cellular telephone service and personal communications services; in  
8. addition, any purpose for which corporations may be organized in Delaware, so long as  
such purpose does not conflict with the laws of Florida.

(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:**

Name: CORPORATION SERVICE COMPANY

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.*

CORPORATION SERVICE COMPANY

By: Gail Shelly, as agent

(Registered agent's signature)

GAIL SHELLEY

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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JAN 22 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SEE ATTACHMENT A

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

13.

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

14.

Fred G. Astor Executive Vice President and CFO

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

### Attachment A

#### **InterCol, Inc. Officers and Directors**

The name and title of each officer and director of InterCol, Inc. is listed below. The address for all officers and directors is 1239 O.G. Skinner Drive, West Point, Georgia 31833.

| <u>Name</u>             | <u>Title</u>                                         |
|-------------------------|------------------------------------------------------|
| Campbell B. Lanier, III | Chairman of the Board of Directors                   |
| Allen E. Smith          | President, Chief Executive Officer and Director      |
| Fred G. Astor, Jr.      | Executive Vice President and Chief Financial Officer |
| Robert K. Mills         | Vice President and Treasurer                         |
| Maurice P. O'Connor     | Vice President and Director                          |
| J. Douglas Cox          | Assistant Secretary and Director                     |
| James A. Murrell        | Vice President                                       |
| William H. Scott, III   | Secretary and Director                               |
| Bert G. Clifford        | Director                                             |
| H. DuWayne Bridges      | Director                                             |
| Malcolm C. Davenport, V | Director                                             |
| O. Gene Gabbard         | Director                                             |
| Mary Eunice Jones       | Director                                             |
| J. Smith Lanier, II     | Director                                             |
| Earl I. Mullen          | Director                                             |
| Maurice P. O'Connor     | Director                                             |
| William T. Parr         | Director                                             |
| Donald W. Weber         | Director                                             |
| Robert G. Wyman         | Director                                             |

**FILED**  
96 JAN 22 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

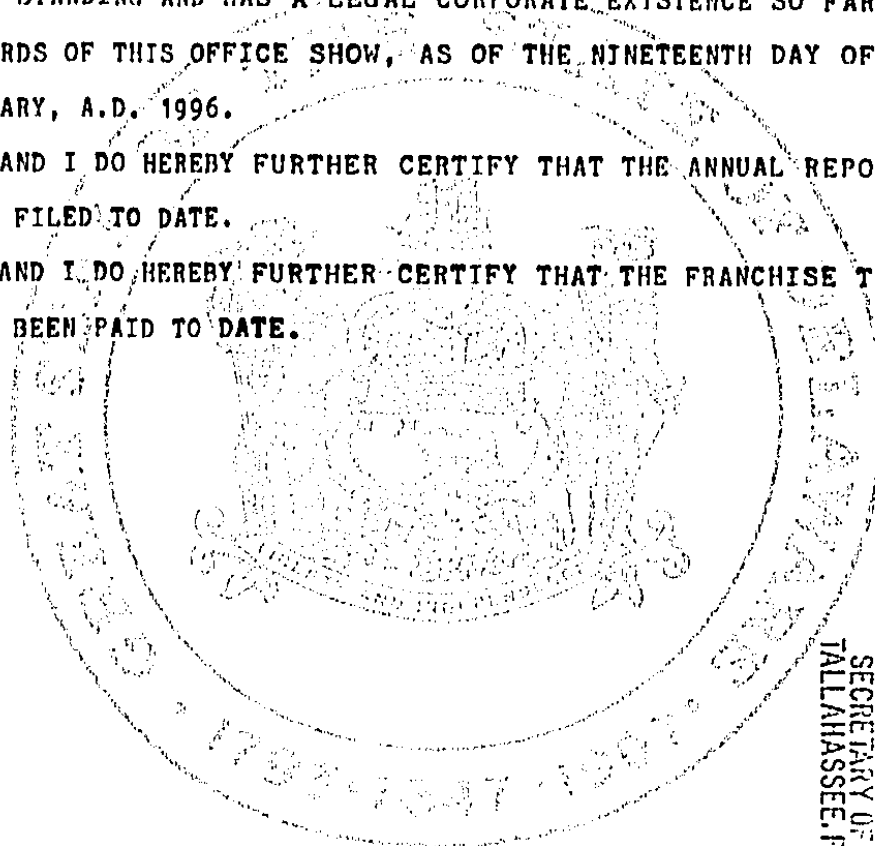
State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERCEL, INC." 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 NINETEENTH DAY OF JANUARY, A.D. 1996.

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.



FILED

96 JAN 22 PM 2:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

2259052 8300

960017041

AUTHENTICATION: 7795705

DATE: 01-19-96



THE UNITED STATES  
CORPORATION  
COMPANY

# F96000000365

ACCOUNT NO. : 072100000032

REFERENCE : 446843-5030608

AUTHORIZATION : Patricia Pygott

COST LIMIT : \$ 35.00

ORDER DATE : June 30, 1997

ORDER TIME : 1:08 PM

ORDER NO. : 446843-065

CUSTOMER NO: 5030608

500002231855--9

CUSTOMER: Ms. Lorrie Turner  
Powertel, Inc.  
1233 O.g. Skinner Dr.

West Point, GA 31833

## FOREIGN FILINGS

NAME: INTERCEL, INC.

XX PROFIT  
NON-PROFIT

XX CORPORATE  
LIMITED PARTNERS

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

RECEIVED  
FILED  
97 JUL -7 PM 3:08  
98 JUL -7 PM 4:19  
DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE, FLORIDA

1/8

For  
Name  
Change

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

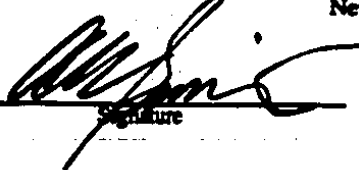
**FILED**  
JUL -7 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. InterCel, Inc., which is doing business in Florida as: InterCel PCS, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. January 22, 1996  
Incorporated under laws of 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? June 25, 1997
5. Powertel, 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.
- No change  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- No change  
New Jurisdiction

  
Signature

6 / 27 / 97  
Date

Allen E. Smith  
Typed or printed name

President  
Title

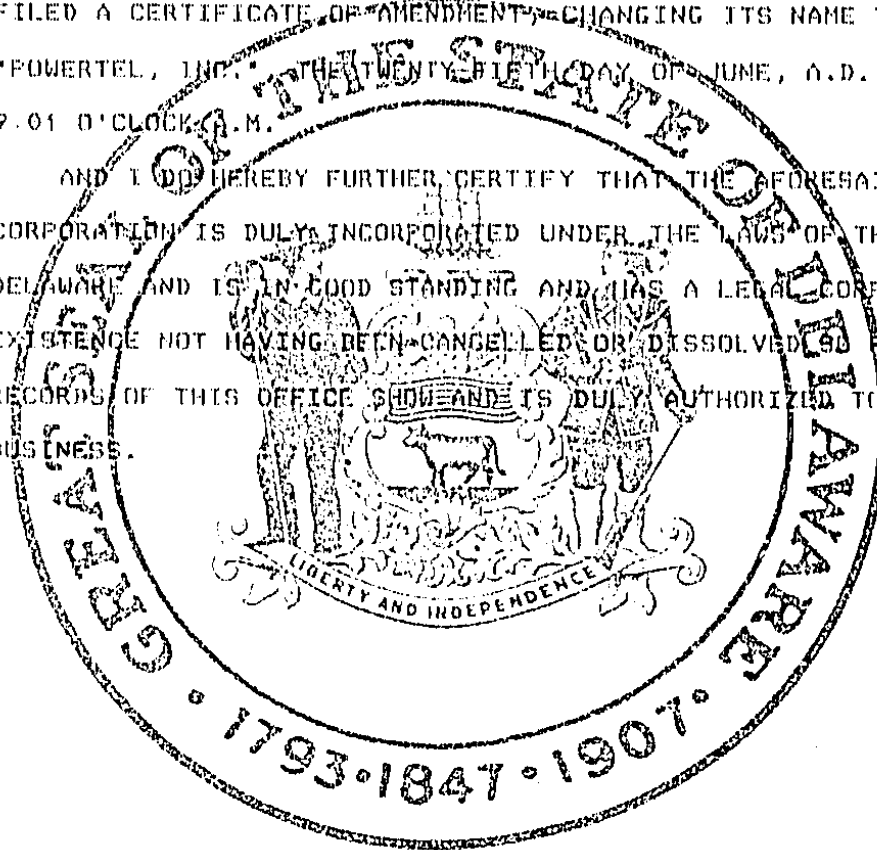


**State of Delaware**  
**Office of the Secretary of State**

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "INTERCEL, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "POWERTEL, INC." THE TWENTY-FIFTH DAY OF JUNE, A.D. 1997, AT 7:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2259052 8320

DATE:

8544068

971222338

07-03-97