E96000000365

1201 HAYS STREET
TALLAHASSEE
800-342-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 811001 4905A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $122.50

ORDER DATE : January 18, 1996

ORDER TIME : 1:42 PM

ORDER NO. : 811001

CUSTOMER NO: 4905A

400001695044

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

FOREIGN FILINGS

NAME: INTERCEL, INC.

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

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

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 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. 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)

8. To provide cellular telephone service and personal communications services; in 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)

FILED
9[illegible] JAN 22 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, 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 Shelby, as agent
(Registered agent's signature)
GAIL SHELBY

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:** 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.

Name	Title
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

State of Delaware

Office of the Secretary of State

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, Secretary of State

2259052 8300

960017041

AUTHENTICATION: 7795705

DATE: 01-19-96

F9600000365

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : ~~446843~~ 5030608

AUTHORIZATION : Patricia Piggott

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

FORFIGN FILINGS

NAME: INTERCEL, INC.

XX PROFIT
____ NON-PROFIT

XX CORPORATE
____ LIMITED PARTNERSHIP

RECEIVED
97 JUL -7 PM 3:08
DIVISION OF CORPORATIONS

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

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

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
Incorporated under laws of

3. January 22, 1996
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

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 9:01 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.

GREAT SEAL OF THE STATE OF DELAWARE · 1793 · 1847 · 1907 · LIBERTY AND INDEPENDENCE

Edward J Freel

Edward J. Freel, Secretary of State

2259052 8320

971222338

AUTHENTICATION: 8544068

DATE: 07-03-97