

ACCOUNT NO. 0721000000032

REFERENCE

811001

4905A

AUTHORIZATION

COST LIMIT

ORDER DATE # January 18, 1996

ORDER TIME : 1:42 PM

ORDER NO. # 811001

CUSTOMER NO:

4905A

CUSTOMER: Jody Carlson, Legal Assistant

Hogan & Hartson L.l.p.

Columbia Sq., Oth F1, E. Tower 555 Thirteenth Street, N.W. Washington, DC 20004-1109

400001695044

FOREIGN FILINGS

NAPIE:

INTERCEL, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY _ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LORI DUNLAP

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned <u>william H. Scott. III</u>, 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

96 JAN 22 PH 2: WI SECRETARY OF SIAN

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:

(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	1. InterCel, Inc. (Name of corporation; must include the	NO WORD "INCORPORATED"	. "COMPANY", "COR	PORATION" or words or
4. 4/3/91 (Date of Incorporation) 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 To provide cellular Current matter satisfies address: 8. addition, any purpose for which corporations may be organized in Delaware, so long 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. Name: CORPORATION SERVICE COMPANY Office Address: 1201 Hays Street, Suite 105	abbreviations of like import in tanguage or partnership if not so contained in th	e as will clearly indicate the ne name at present.	at it is a corporation in	natered of a natural person
4. 4/3/91 (Date of Incorporation) 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 To provide cellular Current matter satisfies address: 8. addition, any purpose for which corporations may be organized in Delaware, so long 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. Name: CORPORATION SERVICE COMPANY Office Address: 1201 Hays Street, Suite 105				
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Office Address: 1201 Hays Street, Suite 105				
6. Upon approval of this application (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.) 7. 1239 O.G. Skinner Drive West Point, GA 31833 To provide cellular Cerephone sarvice and personal communications services; in 8. addition, any purpose for which corporations may be organized in Delaware, so long such purpose does not conflict with the laws of Florida. (Purpose(a) 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	(Date of Incorporation)	5 (Duration: Ye	ar corp. will cease to	exist or "perpetusi")
(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 To provide cellular Carrent mailing address and personal communications services; in 8. addition, any purpose for which corporations may be organized in Delaware, so long 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				
West Point, GA 31833 To provide cellular Celephone service and personal communications services; in addition, any purpose for which corporations may be organized in Delaware, so long such purpose does not conflict with the laws of Florida. [Purpose(a) of corporation authorized in home state or country to be carried out in the state of florida) Name: CORPORATION SERVICE COMPANY Office Address: 1201 Hays Street, Suite 105	(Date first transacted business in Florid	da. (See sections 607.160	1, 607.1502, and 817	7.155, F.S.)
West Point, GA 31833 To provide cellular Cereprone service and personal communications services; in 8. addition, any purpose for which corporations may be organized in Delaware, so long 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 fonds) 9. Name and street address of Florida registered agent: Name: CORPORATION SERVICE COMPANY Office Address: 1201 Hays Street, Suite 105				
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9. Name and street address of Florida registered agent: Name: CORPORATION SERVICE COMPANY Office Address: 1201 Hays Street, Suite 105	8. addition, any purpose for wh	hich corporations ma	y be organized :	in Delaware, so lon
9. Name and street address of Florida registered agent: Name: CORPORATION SERVICE COMPANY Office Address: 1201 Hays Street, Suite 105	such purpose does not confli	ict with the laws of	Florida.	E C
Name: CORPORATION SERVICE COMPANY Office Address: 1201 Hays Street, Suite 105	(i dipose(s) of corporation authorized	In nome state or country t	o de carried out in the	
Name: CORPORATION SERVICE COMPANY Office Address: 1201 Hays Street, Suite 105	9. Name and street address of F	Florida registered age	int:	A STATE OF THE PERSON ASSESSED.
Office Address: 1201 Hays Street, Suite 105	Mana, COPPOPA	TION SERVICE COMPAN	v	2 SEA
Office Address: 1201 Hays Street, Suite 105	Name: CORPORA	TION SERVICE COMPAIN	<u> </u>	
	Office Address: 1201 Hays 5	Street, Suite 105		
	-			
Tallahassee , Florida, 32301 Strick	Tallahassee		, Florida, <u>3</u>	
(Zip Code)				(Zip Code)
10. Registered agent's acceptance:	10 Registered egent/e eccenten	1001		
· · · · · · · · · · · · · · · · · · ·	· ·			
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	naving peen named as registered (Comparation at the place designati	agent and to accept s ad in this application	ervice of process	for the above stated
registered agent and agree to act in this capacity. I further agree to comply with the provisions	registered agent and agree to act il	in this capacity. I furth	er agree to comple	v with the provisions
of all statutes relative to the proper and complete performance of my duties, and I am familier with and accept the obligations of my position as registered agent.	or all statutes relative to the prope	er and complete perfor	mance of my duti	as, and I am familiar

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.

GHIL SHELBY

,12. Names and address	es of officers and/or direc	ors: SEE ATTACHM	Phin A
A. DIRECTORS	•	be allicin	
Chairm	un:		
Addres	s:	<u> </u>	- Talan a di Talana di Ta
	· ·		
Vice C	hairman:		·
Address			
Directo	-		
Address	·	· · · · · · · · · · · · · · · · · · ·	
Director	:		
Address	:		
B. OFFICERS	•		
Presiden	it:		
Address			
Vice Pre	sident:	- 	ALLAR SECRE
Address:			
Secretary	/:		PH 2:
Address:	·		오른 끝
Treasure;	:		_
Address:			
•			
NOTE: If necessary, you n directors.	nay attach an addendum to t	he application listing add	itional officers and/or
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

InterCel, Inc. Officers and Directors

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

Name	<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 \(\bar{\bar{\bar{\bar{\bar{\bar{\bar{
O. Gene Gabbard	Director 56
Mary Eunice Jones	Director AR T
J. Smith Lanier, II	Director SSE
Earl I. Mullen	Director To The Table 1
Maurice P. O'Connor	Director SS :
William T. Parr	Director 5 -
Donald W. Weber	Director

Director

Robert G. Wyman

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

96 JAH 22 PH 2: 41
SECRETARY OF STAIL
ALL AHASSEE, FLORID



Edward J. Freel, Secretary of State

AUTHENTICATION:

7795705

960017041

DATE:

01-19-96

2259052 8300



072100000032 ACCOUNT NO.

REFERENCE 446843---

AUTHORIZATION

500002231855--9

97 JUL -7 PH 3: 88

COST LIMIT : \$ 35.00

ORDER DATE: June 30, 1997

ORDER TIME : 1:08 PM

ORDER NO. : 446843-065

CUSTOMER NO: 5030608

CUSTOMER: Ms. Lorrie Turner

Powertel, Inc. 1233 O.g. Skinner Dr.

West Point, GA 31833

FORBIGN FILINGS

NAME: INTERCEL, INC.

PROFIT NON-PROFIT CORPORATE

LIMITED PARTNERS

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

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PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT COR	
APPLICATION FOR AUTHORIZATION T	· · · · · · · · · · · · · · · · · · ·
(Pursuant to s. 60)7.1504, F.S.) 異常 宣 「T
	The second secon
	SSET -
SECTIO	
(1-3 MUST BE CO	
1. InterCel, Inc., which is doing busi	ness 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 Date authorized to do business in Florida
incorporated under laws of	Date authorized to do business in Florida
SECTIO	N II
(4-7 COMPLETE ONLY THE A	
(• • • • • • • • • • • • • • • • • • •	,
4 164 1 4 4 64 4 4	
4. If the amendment changes the name of the corporation, wh	en 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.
,	porton or derenom
<u>No change</u>	
New Dura	ion
7. If the amendment changes the jurisdiction of incorporation	indicate new jurisdiction
	, maiotac no jagisticuon.
No change	
New Junion	suon
William	6 / 27 /07
Sentaure	6 / 27 /97 Date
·	•
Allen E. Smith	President

State of Delaware Office of the Secretary of State

PAGE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAMARE, DO HERELY CERTIFY THAT THE SAID 'INTERCEL, INC.', FILED A CERTIFICATE OF AMENDMENT'S CHANGING ITS NAME TO 'FOWERTEL, INC.', THE THENTY BIETH CDAY OF JUNE, O.D. 1997, AT 7.01 O'CLOCK G.M.

OND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID

CORPORATION IS DULYA INCORPORATED UNDER THE LAWS OF THE STATE OF

DELAWARE AND IS IN COOD STANDING AND UAS A LEGAL CORPORATE

EXTERIOR NOT HAVING BETH CANGELLED OR DISSOLVED OF THE RECORDS OF THIS OFFICE SHOWEADE IS DULY AUTHORIZED TO TRANSACT





Edward J. Freel, Secretary of State

AUTHENTICATION:

2259052 8326

DATE:

8544068

971222338

07-03-97