



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 PARTNER

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

118

*Joy
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.)

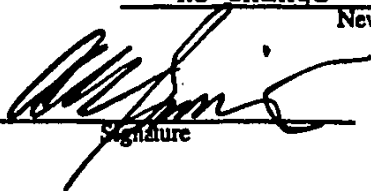
FILED
JUL -7 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

 6 / 27 / 97
Signature Date

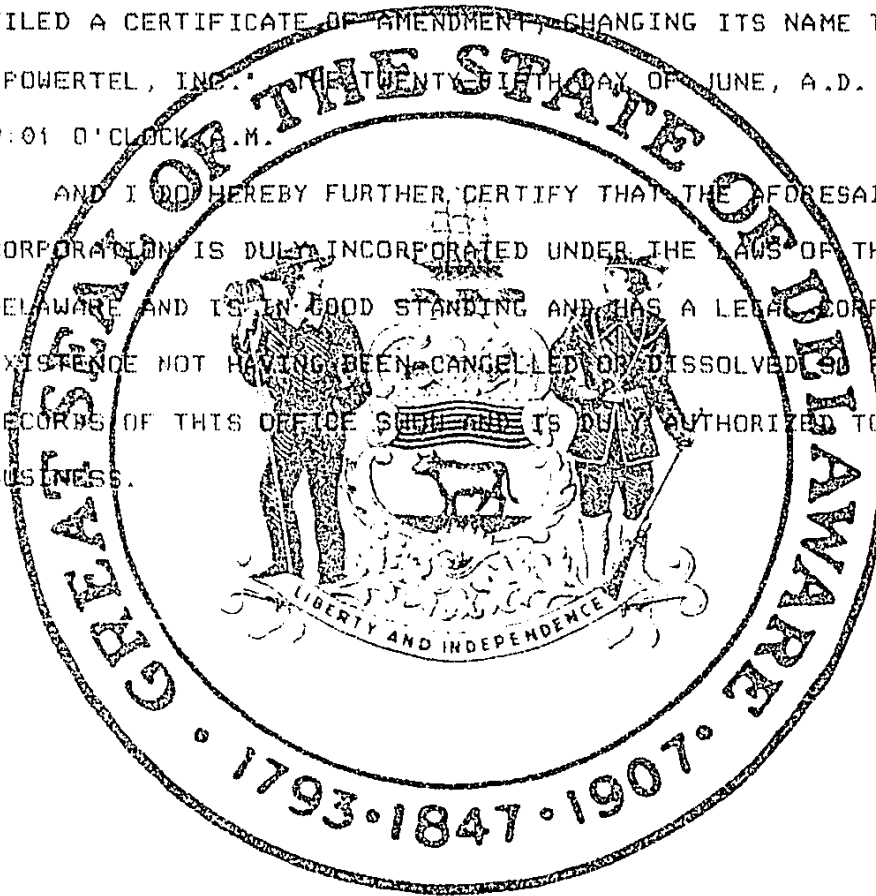
Allen E. Smith President
Typed or printed name Title

State of Delaware
Office of the Secretary of State

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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 FORESAID 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