

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

904-322-0171

904-322-0171



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

F96000000 495

ACCOUNT NO. : 072100000032

REFERENCE : 820951 4905A

AUTHORIZATION :

Patricia Pzyto

COST LIMIT : \$ 122.50

ORDER DATE : January 26, 1996

ORDER TIME : 10:37 AM

ORDER NO. : 820951

100001701261

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

FOREIGN FILINGS

NAME: INTERCEL PCS SERVICES, INC.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

RECEIVED
96 JAN 30 AM 11:20
DIVISION OF CORPORATION

FILED
96 JAN 30 AM 11:43
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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 PCS Services, 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. 63-1131993

(FEI number, if applicable)

4. 10/25/94

(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 617.155, F.S.)

7. 1239 O.G. Skinner Drive

West Point, GA 31833

(Current mailing address)
To provide cellular telephone service and personal communications services;
8. 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)

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: Laura E. Duns

(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 30 AM 11:4

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

A. DIRECTORS

Chairman: Campbell B. Lanier, III
 Address: 1239 O.G. Skinner Drive
West Point, GA 31833

Vice Chairman: William H. Scott, III
 Address: 1239 O.G. Skinner Drive
West Point, GA 31833

Director: Allen E. Smith
 Address: 1239 O.G. Skinner Drive
West Point, GA 31833

Director: _____
 Address: _____

B. OFFICERS

President: Allen E. Smith
 Address: 1239 O.G. Skinner Drive
West Point, GA 31833

Executive Vice President: Fred G. Astor, Jr.
 Address: 1239 O.G. Skinner Drive
West Point, GA 31833

Secretary: William H. Scott, III
 Address: Same as above

Treasurer: Robert K. Mills
 Address: Same as above

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

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

14. Robert K Mills - VP - Treasurer
 (Typed or printed name and capacity of person signing application)

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 JAN 30 AM 11:43

INTERCEL PCS SERVICES, INC.**Unanimous Consent of Directors**

The undersigned, being all of the directors of InterCel PCS Services, Inc., a Delaware corporation (the "Corporation"), for the purpose of taking action without a meeting of the Board of Directors pursuant to Sections 103 and 141(f) of the General Corporation Law of the State of Delaware, hereby adopt the following resolutions:

OFFICERS

RESOLVED, that the following persons are hereby appointed to serve as officers of the Corporation, holding the offices indicated opposite their names, until their respective successors are appointed and qualified or until their earlier resignation or removal:

NAME**OFFICE**

Campbell B. Lanier, III
William H. Scott, III
Allen E. Smith
Fred G. Astor, Jr.

Chairman of the Board
Vice Chairman of the Board
President and Chief Executive Officer
Executive Vice President and Chief
Financial Officer

George R. Johnson
Walter R. Pettiss
Nick Jebbia
Maurice P. O'Connor
Michael Tatom
William H. Scott, III
Robert K. Mills, Jr.

Executive Vice President - PCS
Executive Vice President - PCS
Executive Vice President - PCS
Vice President - General Manager
Vice President - General Manager
Secretary
Vice President - Treasurer and Strategic
Planning

James A. Murrell
Brad Vanacore
Jeffrey Hodges
Mike Bashaw
Timothy C. Moss
Harold Gwin
Tim Chandler
Chris F. Kirk
Lorrie Turner

Vice President - Marketing
Vice President - Human Resources
Vice President - Controller
Vice President - Sales
Vice President - Information Systems
Vice President - Operations
Vice President - Operations
Assistant Secretary
Assistant Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN 30 AM 11:43

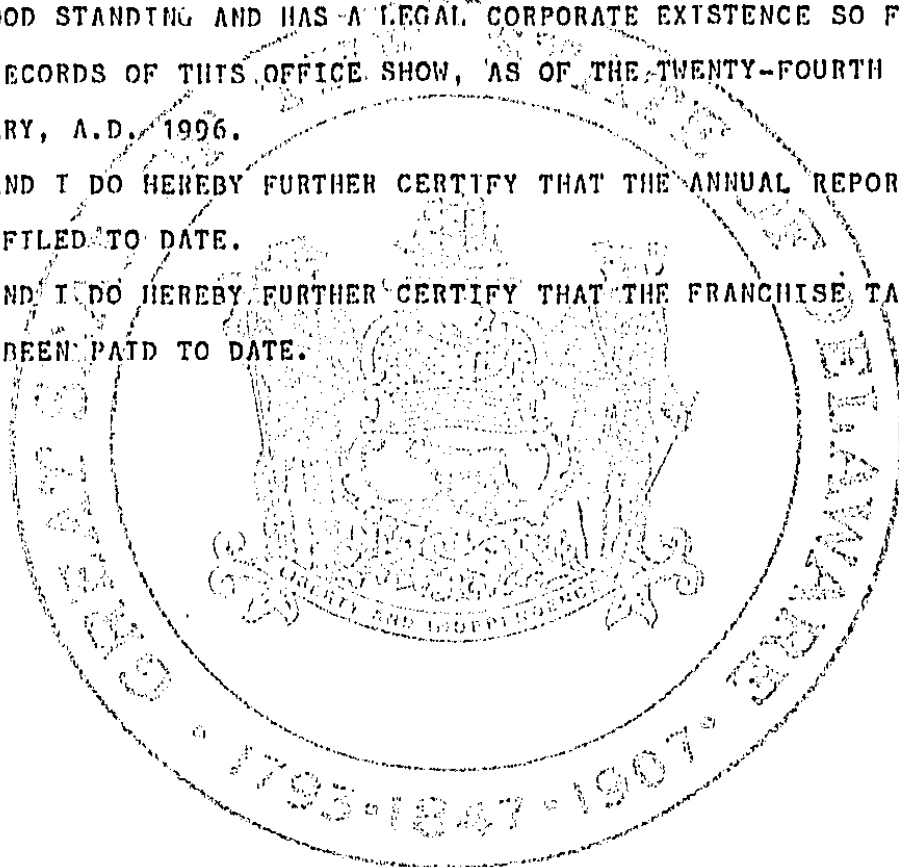
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERCEL PCS SERVICES, 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 TWENTY-FOURTH 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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 30 AM 11:43



Edward J. Freel

Edward J. Freel, Secretary of State

2447032 8300

960022860

AUTHENTICATION: 7802733

DATE: 01-24-96

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

F96000000495



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 5030608

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : July 16, 1996

ORDER TIME : 11:10 AM

ORDER NO. : 021597

CUSTOMER NO: 5030608

CUSTOMER: Ms. Lorrie Turner
InterCel, Inc.
1233 O.g. Skinner Drive

West Point, GA 31833

name
changed
Clement

000011912675

FOREIGN FILINGS

NAME: INTERCEL PCS SERVICES, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

FILED
96 AUG -5 AM 9:13
TALLAHASSEE, FL 32301

55 AUG - 1 1997
TALLAHASSEE, FL 32301

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.)

SECTION I

(1-3 must be completed)

1. INTERCEL PCS SERVICES, INC

Name of corporation as it appears on the records of the Department of State.

2. DELAWARE

Incorporated under the laws of

3. 01/30/96

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? 07/17/96

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

Allen E. Smith

Typed or printed name

July 22, 1996

Date

President

Title

FILED
96 AUG -5 11 9 13
SECRET
TALLAHASSEE

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 PCS SERVICES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "POWERTEL, INC.", THE SEVENTEENTH DAY OF JULY, A.D. 1996, AT 9 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

2447032 8320

960226248

AUTHENTICATION:

8053585

DATE:

08-02-96



F96000000495

154

ACCOUNT NO. : 072100000032
REFERENCE : 446843 5030608
AUTHORIZATION : Patricia Figue
COST LIMIT : \$35.00

ORDER DATE : June 30, 1997
ORDER TIME : 1:07 PM
ORDER NO. : 446843-015
CUSTOMER NO: 5030608

100002201851--2

CUSTOMER: Ms. Lorrie Turner
Powertel, Inc.
1233 O.g. Skinner Dr.
West Point, GA 31833

FOREIGN FILINGS

NAME: POWERTEL, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

FILED RECEIVED
97 JUL -7 PM 4:18 97 JUL -7 PM 3:06
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATION

1/8
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.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Powertel, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. January 30, 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? 6/25/97
5. Powertel PCS, 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

Allen E. Smith
Typed or printed name

6 / 27 / 97
Date

President
Title

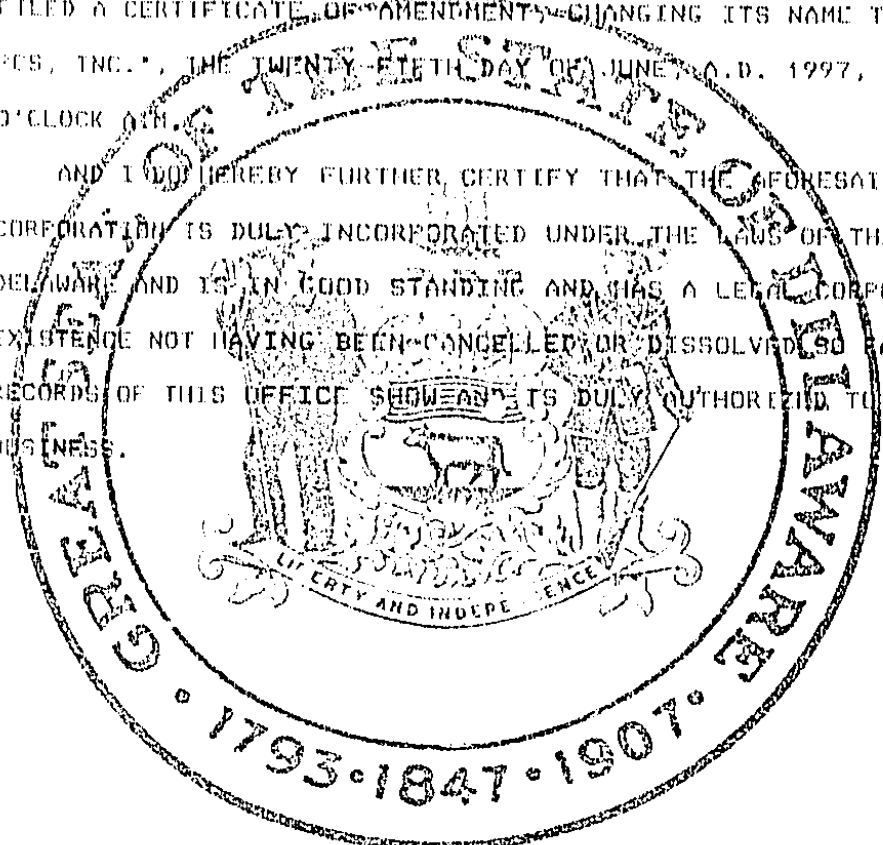
FILED
97 JUL -7 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 THAT THE SAID "POWERTEL, INC.", FILED A CERTIFICATE OF AMENDMENTS CHANGING ITS NAME TO "POWERTEL RES, INC.", THE TWENTY-FIFTH DAY OF JUNE, A.D. 1997, AT 9 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 ITS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2447032 8320

DATE:

8544060

971222333

07-03-97