

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-9079
904-222-0111 FAX

F96000002780



ACCOUNT NO. : 072100000032

REFERENCE : 974946 7107570

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ PREPAID

ORDER DATE : June 4, 1996

ORDER TIME : 10:03 AM

ORDER NO. : 974946

CUSTOMER NO: 7107570

4000001850184
06/04/96 10:11:26
***122.50 ***122.50

CUSTOMER: Ms. Mara Ransom
Nextwave Telecom Inc.
9455 Towne Centre Drive

San Diego, CA 92121

FOREIGN FILINGS

NAME: NEXTWAVE TELECOM INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rozar

RECEIVED
96 JUN -4 AM 11:26
DIVISION OF CORPORATION
96 JUN -4 PM 1:00
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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:*

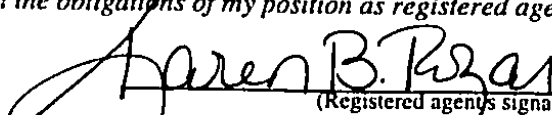
1. NextWave Telecom Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 33-0663509
(FEI number, if applicable)
4. May 16, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 9455 Towne Centre Drive
San Diego, CA 92121-1964
(Current mailing address)
8. The corporation is in the business of providing services in connection with wireless and wireline telecommunications and multimedia
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) services.
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street
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.


(Registered agent's signature)

Karen B. Rozar, as its agent

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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96 JUL -4 PM 1:00

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box **NOT** acceptable)

Chairman: Allen Salmasi

Address: NextWave Telecom Inc., 9455 Towne Centre Drive, San Diego, CA
92121

Vice Chairman: Janice Obuchowski

Address: NextWave Telecom Inc., 9455 Towne Centre Drive, San Diego, CA
92121

Director: Nicole Salmasi

Address: NextWave Telecom Inc., 9455 Towne Centre Drive, San Diego, CA
92121

Director: Kevin Finn

Address: NextWave Telecom Inc., 9455 Towne Centre Drive, San Diego, CA
92121

B. OFFICERS (Street address only- P. O. Box **NOT** acceptable)

President: Allen Salmasi

Address: NextWave Telecom Inc., 9455 Towne Centre Drive, San Diego, CA
92121

Executive Vice President: Janice Obuchowski

Address: NextWave Telecom Inc., 9455 Towne Centre Drive, San Diego, CA
92121

Secretary: Allen Salmasi

Address: NextWave Telecom Inc., 9455 Towne Centre Drive, San Diego, CA
92121

Treasurer: Nicole Salmasi

Address: NextWave Telecom Inc., 9455 Towne Centre Drive, San Diego, CA
92121

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

See attached Exhibit A

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

14. Allen Salmasi, CEO and President
(Typed or printed name and capacity of person signing application)

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LIST OF OFFICER AND DIRECTORS

OFFICERS

CHIEF EXECUTIVE OFFICER:	Allen Salmasi
PRESIDENT:	Allen Salmasi
CHIEF FINANCIAL OFFICER:	Gene Welsh
CHIEF TECHNICAL OFFICER:	Edward Knapp
EXECUTIVE VICE PRESIDENT:	Janice Obuchowski
EXECUTIVE VICE PRESIDENT:	C.J. Waylan
SENIOR VICE PRESIDENT, Corporate Development:	Frank A. Cassou
SENIOR VICE PRESIDENT, Marketing	Raymond P. Dolan
SENIOR VICE PRESIDENT:	Kevin Finn
SENIOR VICE PRESIDENT, Engineering:	Edward Knapp
SENIOR VICE PRESIDENT, Corporate Finance:	Robert Kramer
SENIOR VICE PRESIDENT, Business Development:	James Madsen
SENIOR VICE PRESIDENT:	Raju Patel
SENIOR VICE PRESIDENT, Finance:	Gene Welsh
VICE PRESIDENT, Finance:	Mark Buckner
VICE PRESIDENT, Engineering:	Houtan Dehesh
VICE PRESIDENT	Brooks Dexter
VICE PRESIDENT, Specialized Communications Services:	Richard Helmuth
VICE PRESIDENT, Consumer Products Division:	Richard Kornfeld
VICE PRESIDENT, Organizational Planning:	R. Anthony Saloney
ASST. VICE PRESIDENT, Network Architecture	Herman Pon
TREASURER:	Nicole Salmasi
SECRETARY:	Allen Salmasi
ASSISTANT SECRETARY:	Frank Cassou

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DIRECTORS

Kevin Finn

Janice Obuchowski, Vice Chairman

Allen Salmasi, Chairman

Nicole Navid Salmasi

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DIVISION OF CORPORATIONS
96 JUN -4 PM 1:00

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 "NEXTWAVE TELECOM 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-FIRST DAY OF MAY, 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 JUN -4 PM 1:00



Edward J. Freel

Edward J. Freel, Secretary of State

2507410 8300

960147042

AUTHENTICATION:

7954050

DATE:

05-21-96

FA96000002780

SEPTEMBER 20, 1996

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

CHANGE OF ADDRESS NOTICE

Please be advised that effective immediately all invoices should be sent directly to:

NextWave Telecom Inc.

NextWave Telecom, Inc.
2400 E. Katella Avenue
Anaheim, CA 92806

ATTN: Accounts Payable

Please do not send your invoices to any other NextWave address. Use of the new address will aid in expediting payments to you. All invoices must reference a NextWave Purchase Order number. Invoices not including a Purchase Order number will further delay payment.

Thanking you in advance for your co-operation.

Sincerely,



Mark Buckner
Vice President of Finance
Corporate Treasurer

XS 9/24