



1201 HAYS STREET
TALLAHASSEE, FL 32301-2605
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904-222-0390 FAX

800-342-8086

96 JUN -6 11:20
DIVISION

ACCOUNT NO. : 072100000032

REFERENCE : 975969 4354975

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : June 4, 1996

ORDER TIME : 9:26 AM

ORDER NO. : 975969

000001858600

CUSTOMER NO: 4354975

CUSTOMER: Ms. Tracy L. Baumert
Boston Communications Group
One McKinley Square
3rd Floor
Boston, MA 02109

FOREIGN FILINGS

NAME: CELLULAR EXPRESS, INC.

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DIVISION OF CORPORATIONS

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6/6

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

**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. Cellular Express, 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. Massachusetts 3. 04-3126265
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/27/90 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. One McKinley Square
Boston, MA 02109
(Current mailing address)
8. Provision of services to wireless telecommunications industry.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

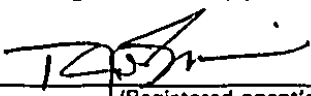
Name: The Prentice-Hall Corporation System, Inc.

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.

By:  Asst. V.P.
(Registered agent's signature)
TIMOTHY J. O'BRIEN

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:

A. DIRECTORS

Chairman: Paul J. Tobin

Address: 183 Bann Point Road

Nahant, MA 01908

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: George K. Hertz

Address: 77 Mayo Drive

Needham, MA 02192

Vice President: Robert J. Sullivan

Address: 169 Hampshire Road

Wellesley, MA 02181

Secretary: Alan Bouffard

Address: 55 Gay Street

Norwood, MA 02062

Treasurer: Fritz von Mering

Address: 50 Robinhood Road

Winchester, MA 01890

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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. Robert J. Sullivan, Vice President
(Typed or printed name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02188

June 5, 1996

TO WHOM IT MAY CONCERN:

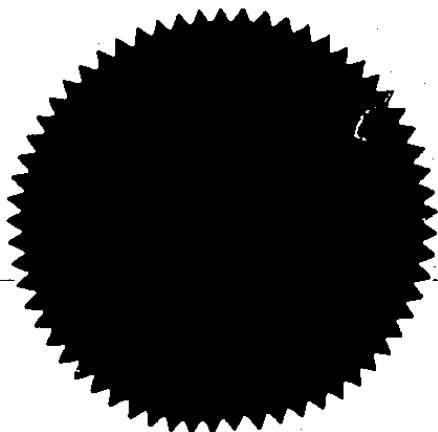
I hereby certify that according to the records of this office

Cellular Express, Inc.

is a domestic corporation organized on **August 27, 1990**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

DEG

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.