

F97000006452

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Wireless One of Florida, Inc.

300002365613--2

-12/08/97--01068--031

*****70.00 *****70.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Fictitious Name Filing | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> Will Wait |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out | |
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Name Availability
Document Examiner
Updater
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W.P. Verifier

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no conflict
see name
release

Thanks,
Jeff



Wireless One, Inc. • 2506 Lakeland Drive, Suite 403, Jackson, MS 39208 • 601-933-6871 • Fax: 601-933-6742

CONSENT TO USE OF NAME

Wireless One, Inc., a corporation organized under the laws of the state of Delaware, hereby consents to the organization-qualification of Wireless One of Florida, Inc. in the state of Florida.

IN WITNESS WHEREOF, the said WIRELESS ONE, INC. has caused this consent

to be executed by its VICE-PRESIDENT and attested under its corporate seal by its

SECRETARY, this 27th day of October, 1997.

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Wireless One, Inc.

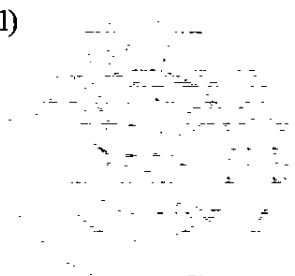
By: Michael C. Rumi

Title: Vice-President

Attest:

[Signature]
Secretary

(Seal)



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. WIRELESS ONE OF FLORIDA, 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. 72-1344122

(FEI number, if applicable)

4. December 26, 1996

(Date of incorporation)

5. Perpetual

(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 817.156, F.S.))

7. 2506 Lakeland Drive, Ste. 403, Jackson, Mississippi 39200

(Current mailing address)

8. Provide Wireless Video, data and internet services.

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

M.S. Green

(Registered agent's signature) (Officer)

M.S. GREEN, Asst. Secy

(Type Name and Title of Officer)

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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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. Michael C. Ellis
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael C. Ellis - Vice-President
(Typed or printed name and capacity of person signing application)

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**OFFICERS AND BOARD OF DIRECTORS
OF WIRELESS ONE OF FLORIDA, INC.**

Hans Sternberg, Chairman
Wireless One, Inc.
7800 Office Park Blvd
Baton Rouge, LA 70809-6703

Sean Reilly, Vice Chairman, Director
Wireless One, Inc.
P.O.B. 66338
Baton Rouge, LA 70896

Henry Burkhalter, CEO/President, Director
Wireless One, Inc.
1080 River Oaks Drive, Ste. A-150
Jackson, MS 39208

Henry G. Schopfer, III, Secretary
Executive VP/Chief Financial Officer
Wireless One, Inc.
1080 River Oaks Drive, Ste. A-150
Jackson, MS 39208

Alton C. Rye, Executive VP, Operations
Wireless One, Inc.
1080 River Oaks Drive, Ste. A-150
Jackson, MS 39208

Michael C. Ellis, Vice-President, Treasurer,
Asst. Secretary.
Wireless One
2506 Lakeland Drive, Ste 400
Jackson, MS 39208

Larry Woolhiser, Controller
Wireless One, Inc.
2506 Lakeland Drive, Ste. 400
Jackson, MS 39208

Carroll McHenry, Director
Heartland Wireless Commercial Channels
200 Chisolm Place, Ste. 200
Plano, TX 75075

Arnold L. Chavkin, Director
Chase Capital Partners
380 Madison Avenue, 12th Floor
New York, NY 10017

William K. Luby, Director
CEA Partners
17 State Street, 35th Floor
New York, NY 10004

William J. Van Devender, Director
VanCom, Inc.
One Jackson Place
188 East Capital St., Ste 1375
Jackson, MS 39201

L. Allen Wheeler, Director
Wheeler Investments
401 West Evergreen
Durant, OK 74741

Daniel L. Shimer, Director
Shimer Capital Partners
6441 Norway Road
Dallas, TX 75230

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WIRELESS ONE OF FLORIDA, 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 FOURTH DAY OF DECEMBER, A.D. 1997.

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.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8790267

DATE:

12-04-97