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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

GTE Mobile Communications Service Corp.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
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<input type="checkbox"/>	Merger

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REGISTRATION/QUALIFICATION	
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Ordered By: _____

Date: _____

**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. GTE Mobile Communications Service Corporation
(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 3. 22-2984736
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 9, 1989 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 245 Perimeter Center Parkway
Atlanta, Georgia 30346
(Current mailing address)

8. To provide wireless telecommunications products and 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:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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: [Signature]
(Registered agent's signature)

ALLAN FARNELL ASSISTANT SECRETARY

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

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Catherine H. LaFiandra
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Catherine H. LaFiandra, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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GTE MOBILE COMMUNICATIONS SERVICE CORPORATION

DIRECTORS

Mark S. Feighner
245 Perimeter Center Parkway
Atlanta, Georgia 30346

Marianne Drost
One Stamford Forum
Stamford, CT 06904

Lawrence R. Whitman
600 Hidden Ridge
Irving, TX 75038

OFFICERS

Mark S. Feighner, President
245 Perimeter Center Parkway
Atlanta, Georgia 30346

Laura E. Binion, V.P. General Counsel
and Assistant Secretary
245 Perimeter Center Parkway
Atlanta, Georgia 30346

Jody A. Ruth
V.P. Finance & Planning
245 Perimeter Center Parkway
Atlanta, Georgia 30346

John D. McLean, Vice President-Technology
245 Perimeter Center Parkway
Atlanta, Georgia 30346

Jon E. Slater, Vice President - Operations
Support
245 Perimeter Center Parkway
Atlanta, Georgia 30346

C. David White
Acting Assistant Secretary
245 Perimeter Center Parkway
Atlanta, Georgia 30346

Linda L. Libra, Assistant Vice President -
Controller
245 Perimeter Center Parkway
Atlanta, Georgia 30346

Marianne Drost, Secretary
One Stamford Forum
Stamford, CT 06904

Michael J. McDonough, Sr. Vice President
Marketing & Sales
245 Perimeter Center Parkway
Atlanta, Georgia 30346

Gary T. Ream, Vice President - Program
Management
245 Perimeter Center Parkway
Atlanta, Georgia 30346

John P. Z. Kent, Vice President-Taxes
One Stamford Forum
Stamford, CT 06904

Catherine H. LaFiandra, Assistant Secretary
245 Perimeter Center Parkway
Atlanta, Georgia 30346

Byron Smith, Vice President - Sales
245 Perimeter Center Parkway
Atlanta, Georgia 30346

M. Keith VanDuzer, V.P. Human Resources &
Administration
245 Perimeter Center Parkway
Atlanta, Georgia 30346

Daniel P. O'Brian, Treasurer
One Stamford Forum
Stamford, CT 06904

Jan L. Deur, Assistant Treasurer
One Stamford Forum
Stamford, CT 06904

Joan Robbins, Assistant Secretary
245 Perimeter Center Parkway
Atlanta, Georgia 30346

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GTE MOBILE COMMUNICATIONS SERVICE CORPORATION (p.2)

Janet K. Brzoska, Assistant Secretary
One Stamford Forum
Stamford, CT 06904

Marcus R. Veatch, Assistant Secretary
One Stamford Forum
Stamford, CT 06904

Richard A. Gall, Area President
(Midsouth)
3100 Westend Avenue, Suite 100
Nashville, Tennessee 37203

Michael G. Hartman, Area President
(Florida/Gulf Coast)
1100 Perimeter Park Dr, Suite 101
Morrisville, North Carolina 27560

Annette Jacobs, Area President
(California)
4410 Rosewood Drive
Pleasanton, California 94588

Lindsey Burroughs, Area President
(San Diego)
7535 Metropolitan Drive
San Diego, California 92108

Daniel Mead, Area President
(Midwest)
6060 Rockside Woods Blvd, Suite 431
Independence, Ohio 44131

William R. King, Area President
(Hawaii)
733 Bishop St., 19th Floor, Suite 1900
Honolulu, Hawaii 96813

Karen A. Puckett, Area President
(Texas)
100 Glenborough, Suite 800
Houston, Texas 77067

Michael H. Millegan, Area President
(Northwest)
2445 140th Avenue NE, Suite 202
Bellevue, WA 98005

Christopher Carter
Assistant Vice President - Government Relations
245 Perimeter Center Parkway
Atlanta, GA 30346

Randall L. Crouse
Assistant Vice President - Technology Planning
245 Perimeter Center Parkway
Atlanta, GA 30346

Philip L. Forbes
Assistant Vice President - Carrier Relations
245 Perimeter Center Parkway
Atlanta, GA 30346

Donald M. Fye, Assistant Vice President -
Network Engineering and Construction - 1.8 GHz
245 Perimeter Center Parkway
Atlanta, GA 30346

John Gordon
Assistant Vice President - Virtuoso Implementation
245 Perimeter Center Parkway
Atlanta, GA 30346

Benjamin E. Kahrnoff
Assistant Vice President - Distribution
245 Perimeter Center Parkway
Atlanta, GA 30346

Mark Lefar, Assistant Vice President -
Strategic Marketing and Operations
245 Perimeter Center Parkway
Atlanta, GA 30346

John McCallie, Assistant Vice President -
Service Operations
245 Perimeter Center Parkway
Atlanta, GA 30346

Mark O. Ripley
Assistant Vice President - Area Networks
245 Perimeter Center Parkway
Atlanta, GA 30346

Douglas Sansom
Assistant Vice President - Direct Marketing
245 Perimeter Center Parkway
Atlanta, GA 30346

Brian Sholly, Assistant Vice President -
Marketing and Communications
245 Perimeter Center Parkway
Atlanta, GA 30346

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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 "GTE MOBILE COMMUNICATIONS SERVICE CORPORATION" 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 FIFTEENTH DAY OF SEPTEMBER, A.D. 1998.

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

AUTHENTICATION:

DATE:

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