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FILED
01 JAN 23 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 967716 7156704

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 35.00

ORDER DATE : January 17, 2001

ORDER TIME : 10:31 AM

ORDER NO. : 967716-005

CUSTOMER NO: 7156704

CUSTOMER: Ms. Cherie Scott
Voicestream Wireless
12920 SE 38th Street
Bellevue, WA 98006

600003567646--3

FOREIGN FILINGS

NAME: AERIAL OPERATING COMPANY, INC.

XX PROFIT
 NON-PROFIT

 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: Joyce Markley -- EXT# 1130

EXAMINER: _____

RECEIVED
01 JAN 23 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

N.C.
G. COULLETTE JAN 23 2001

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. Aerial Operating Company, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. December 7, 1998
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? January 10, 2001

5. Voicestream Central Operating Company, 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

January 11, 2001
Date

Lee A. Tostevin
Typed or printed name

Assistant Secretary
Title

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AERIAL OPERATING COMPANY, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "VOICESTREAM CENTRAL OPERATING COMPANY, INC.", THE TENTH DAY OF JANUARY, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Secretary of State

2516801 8320

AUTHENTICATION: 0924398

010030801

DATE: 01-19-01