

TRANSMITTAL LETTER

F 99000002848

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Cumulus Wireless Services Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Brenda Lindsay, Paralegal
(Name of Person)

Godfrey & Kahn, S.C.
(Firm/Company)

780 North Water Street
(Address)

Milwaukee, WI 53202
(City/State/Zip)

700002891727-9
-06/01/99-01151-007
*****78.75 *****78.75

Should you need to call someone concerning this matter, please call:

Brenda Lindsay at (414) 273-3500
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE FLORIDA
w/c/b

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. Cumulus Wireless Services 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. Nevada
(State or country under the law of which it is incorporated)

3. 39-1955032
(FEI number, if applicable)

4. December 28, 1998
(Date of incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. June 30, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 111 East Kilbourn Avenue, Suite 2700
Milwaukee, WI 53202
(Current mailing address)

8. leasing of radio tower space
(Purpose(s) of corporation authorized in home state or country to be carried out in 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)

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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.

James M. Helms
(Registered agent's signature)
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)

(See Attached)

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: _____

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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. Terrence J. Leahy, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

CUMULUS WIRELESS SERVICES INC.

Officers and Directors

Richard W. Weening	Executive Chairman and Treasurer Member of Board of Directors	111 East Kilbourn Avenue, Suite # 2700 Milwaukee, WI 53202
Lewis W. Dickey, Jr.	Executive Vice Chairman Member of Board of Directors	3060 Peachtree Road NW, Suite 730 Atlanta, GA 30305
William M. Bungeroth	President and CEO Member of Board of Directors	875 North Michigan Avenue, Suite # 3650 Chicago, IL 60611
Richard J. Bonick, Jr.	Vice President and Chief Financial Officer	875 North Michigan Avenue, Suite # 3650 Chicago, IL 60611
Terrence Baun	Vice President, Engineering	111 East Kilbourn Avenue, Suite # 2700 Milwaukee, WI 53202
John Dickey	Vice President, Programming	3060 Peachtree Road NW, Suite 730 Atlanta, GA 30305
Terrence J. Leahy	Vice President and Secretary	111 East Kilbourn Avenue, Suite # 2700 Milwaukee, WI 53202
Daniel O'Donnell	Vice President, Finance	111 East Kilbourn Avenue, Suite # 2700 Milwaukee, WI 53202
Mini Srivathsa	Vice President, Technology	111 East Kilbourn Avenue, Suite # 2700 Milwaukee, WI 53202
Jeffrey J. Roznowski	Vice President/General Manager	111 East Kilbourn Avenue, Suite # 2700 Milwaukee, WI 53202

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CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CUMULUS WIRELESS SERVICES INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 28, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, on April 30, 1999.



Dean Heller
Secretary of State

By *Laquetina Ursi*
Certification Clerk

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