

F99000005455

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CLERK OF STATE
TALLAHASSEE, FLORIDA

1/3 2/24/05
NE



Rosemary Jonas-Gulin
Corporate Paralegal
Legal & External Affairs Dept.

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Rosemary.jonas-gulin@cingular.com

February 11, 2005

Florida Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: AT&T Wireless Services, Inc. – NAME CHANGE

Ladies and Gentlemen:

Please find attached for filing the following:

1. One original and one copy of the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for AT&T Wireless Services, Inc., a Delaware corporation qualified in the State of Florida, changing its name from AT&T Wireless Services, Inc. to NEW CINGULAR WIRELESS SERVICES, INC.

In support of the Application, we also enclose:

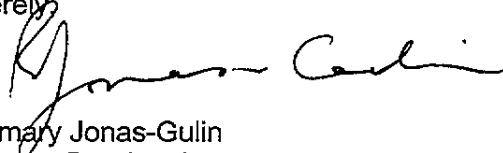
2. An original Certificate of Amendment of AT&T Wireless Services, Inc., changing its name to New Cingular Wireless Services, Inc. effective October 26, 2004, issued by the Secretary of State of the State of Delaware.
3. Consent to Use of Name by the following corporate entities, each of which is qualified in Florida:
 - a. Cingular Wireless, LLC, a Delaware limited liability company;
 - b. Cingular Wireless Employee Services, LLC, a Delaware limited liability company;
 - c. New Cingular Wireless Services of Florida, LLC, a Florida limited liability company;
 - d. New Cingular Wireless Headquarters, LLC, a Delaware limited liability company;
 - e. Cingular Wireless Finance Corp., a Delaware corporation; and
 - f. New Cingular Wireless PCS, LLC, a Delaware limited liability company.
4. Check in the amount of \$43.75 for the requisite filing fee.

Amendment Section
Florida Secretary of State
Division of Corporations
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Please return a copy of the stamped confirmation of filing in the enclosed self-addressed envelope.

Thank you for attending to this matter. Please contact the undersigned directly at (425) 580-7586 if you have any questions or require additional information.

Sincerely,

A handwritten signature in black ink, appearing to read "Rosemary Jonas-Gulin", written in a cursive style.

Rosemary Jonas-Gulin
Corporate Paralegal

Enclosures

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)

F99000005455

(Document number of corporation (if known))

1. AT&T WIRELESS SERVICES, INC.
(Name of corporation as it appears on the records of the Department of State)
2. DELAWARE
(Incorporated under laws of)
3. OCTOBER 25, 1999
(Date authorized to do business in Florida)

FILED
05 FEB 18 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, 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? OCTOBER 26, 2004
5. NEW CINGULAR WIRELESS SERVICES, 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)

N/A

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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)

Carolyn J. Wilder
(Signature of director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Carolyn J. Wilder

(Typed or printed name of person signing)

2/8, 2005
(Date)

Assistant Secretary

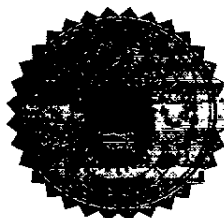
(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AT&T WIRELESS SERVICES, INC.", CHANGING ITS NAME FROM "AT&T WIRELESS SERVICES, INC." TO "NEW CINGULAR WIRELESS SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2004, AT 11:01 O'CLOCK A.M.



2131363 8100

050070360

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3648353

DATE: 01-28-05

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:23 AM 10/26/2004
FILED 11:01 AM 10/26/2004
SRV 040770545 - 2131363 FILE

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
AT&T WIRELESS SERVICES, INC.**

AT&T Wireless Services, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), does hereby certify:

FIRST: That on October 26, 2004, the Board of Directors of the Corporation adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and submitting the proposed amendment to the sole stockholder of the Corporation for its consideration and approval. The proposed amendment is as follows:

NOW, THEREFORE, BE IT RESOLVED, that the Certificate of Incorporation of the Corporation be amended by deleting the first paragraph in its entirety and replacing it with a new first paragraph to read as follows:

"FIRST. The name of the corporation is New Cingular Wireless Services, Inc."

SECOND: That thereafter on October 26, 2004, said amendment was duly adopted by written consent of the sole stockholder of the Corporation in accordance with the provisions of Sections 228 and 242 of the Delaware General Corporation Law.

[Signature on following page]

IN WITNESS WHEREOF, AT&T Wireless Services, Inc. has caused this Certificate of Amendment to be signed by a duly authorized officer this 26th day of October, 2004.

AT&T WIRELESS SERVICES, INC.

By: Carolyn J. Wilder
Name: Carolyn J. Wilder
Title: Assistant Secretary