

F990000006328



ACCOUNT NO. : 072100000032

REFERENCE : 503353 4377350

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigott

ORDER DATE : December 3, 1999

ORDER TIME : 10:07 AM

ORDER NO. : 503353-010

CUSTOMER NO: 4377350

400003064314--8

CUSTOMER: Ms. Lori Dierst
Western Wireless
3650 131st Avenue Se
Suite 200
Bellevue, WA 98006

FOREIGN FILINGS

NAME: VOICESTREAM WIRELESS HOLDING
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
99 DEC -8 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC -8 PM 12:19
TALLAHASSEE, FLORIDA

JB 12-8-99

**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. VoiceStream Wireless Holding 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. 91-1983600
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 18, 1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3650 131st Avenue SE, Suite 200
Bellevue, WA 98006
(Current mailing address)
8. Telecommunications
(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: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: [Signature]
(Registered agent's signature)

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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

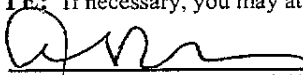
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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. Alan R. Bender, Executive Vice President

(Typed or printed name and capacity of person signing application)

VoiceStream Wireless Holding Corporation
a Delaware Corporation

Officers and Directors

Jonathan M. Nelson, Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Mitchell R. Cohen, Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
John L. Bunce, Jr., Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Terrence M. O'Toole, Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Daniel J. Evans, Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Canning Fok, Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Hans R. Snook, Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
John W. Stanton, Director Chairman and Chief Executive Officer	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Donald Guthrie, Director Vice Chairman	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Robert R. Stapleton, Director President	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Cregg B. Baumbaugh Executive Vice President - Finance, Strategy and Development	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Alan R. Bender, Executive Vice President, General Counsel and Secretary	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Robert P. Dotson Senior Vice President - Marketing	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Timothy R. Wong Senior Vice President - Engineering	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Patricia L. Miller Vice President, Controller and Principal Accounting Officer	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006

FILED
 99 DEC - 8 PM 2 56
 SECRETARY
 TALAMON & ASSOCIATES
 1000 1ST AVENUE SE
 SUITE 200
 BELLEVUE, WA 98006

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE; DO HEREBY CERTIFY "VOICESTREAM WIRELESS HOLDING 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 THIRD DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
99 DEC -8 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3058821 18300
991517641

0117454
12-03-99



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: