



F99000006328

ACCOUNT NO. : 072100000032

REFERENCE : 783897 7156704

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 35.00

FILED
2002 OCT 21 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 15, 2002

ORDER TIME : 10:32 AM

ORDER NO. : 783897-010

CUSTOMER NO: 7156704

CUSTOMER: Ms. Lee A. Tostevin
T-mobile Usa, Inc.
12920 Se 38th Street

Bellevue, WA 98006

RECEIVED
02 OCT 21 AM 11:37
DEPARTMENT OF STATE
DIVISION OF CORPORATE REG.
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: VOICESTREAM WIRELESS
CORPORATION

900008479149--1

XX PROFIT
 NON-PROFIT

XX 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: Sara Lea -- EXT# 1114

EXAMINER:

N.C.
C. Coultas OCT 21 2002

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)

F99000006328

Document Number of Corporation (If known)

1. VoiceStream Wireless Corporation
(Name of corporation as it appears on the records of the Department of State)

2. Delaware
(Incorporated under laws of)

3. 12/8/1999
(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? August 30, 2002

5. T-Mobile USA, 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 of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

David A. Miller
(Typed or printed name)

October 10, 2002
(Date)

Sr. VP
(Title)

FILED
2002 OCT 21 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T-MOBILE USA, INC.
a Delaware Corporation

Address: 12920 SE 38th Street
Bellevue, Washington 98006

Phone: 425.378.4000

Fax: 425.378.4840

Sole Shareholder: T-Mobile International AG

Directors

Dr. Karl-Gerhard Eick
Jeffrey A. Hedberg
Max Hirschberger
Kai-Uwe Ricke
John W. Stanton
Robert R. Stapleton
Donald Guthrie

Officers

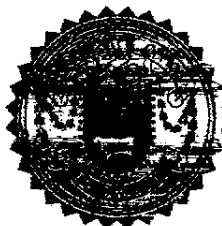
John W. Stanton	Chairman
Robert R. Stapleton	Vice Chairman
Robert P. Dotson	President and Chief Operating Officer
Cregg B. Baumbaugh	Executive Vice President, Finance, Strategy and Development
Alan Bender	Executive Vice President and Secretary
Brian Kirkpatrick	Executive Vice President and Chief Financial Officer
Timothy R. Wong	Executive Vice President and Chief Technical Officer
Bruce Brown	Senior Vice President and Chief Information Officer
Julie Pollard	Senior Vice President
Cole Brodman	Senior Vice President and Chief Development Officer
Patricia L. Miller	Senior Vice President, Business Operations
John Carney, III	Senior Vice President, Sales
David A. Miller	Senior Vice President, General Counsel and Assistant Secretary
John Clelland	Senior Vice President, Marketing
Susan Nokes	Senior Vice President, Customer Care
Allyn Hebner	Vice President, Accounting and Principal Accounting Officer

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "VOICESTREAM WIRELESS CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "T-MOBILE USA, INC.", THE THIRTIETH DAY OF AUGUST, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3058821 8320

AUTHENTICATION: 2036823

020638086

DATE: 10-16-02