

G93024

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FL-4 CELLULAR, INC., a Louisiana corporation, P37820

INTO

AT&T WIRELESS SERVICES OF FLORIDA, INC., a Florida corporation,
G93024.

File date: December 17, 1996 , effective December 31, 1996

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 70.00

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

004-222-9171
04-222-0393 FAX



G93024

ACCOUNT NO. : 072100000032

REFERENCE : 189544 4815236

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : December 16, 1996

ORDER TIME : 10:28 AM

ORDER NO. : 189544-040

CUSTOMER NO: 4815236

EFFECTIVE DATE
12-31-96

500002031075--6

CUSTOMER: Ms. Monica Kramer
At&t Wireless Services, Inc.
5000 Carillon Point

Kirkland, WA 98033-7397

ARTICLES OF MERGER

FL-4 CELLULAR, INC.

INTO

AT&T WIRELESS SERVICES OF
FLORIDA, INC.

FILED
96 DEC 17 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Victoria L. Perez
EXAMINER'S INITIALS:

Merger
12-17-96

DC

ARTICLES OF MERGER
OF
FL-4 CELLULAR, INC.
AND
AT&T WIRELESS SERVICES OF FLORIDA, INC.

To the Department of State
State of Florida

FILED
96 DEC 17 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12-31-96

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger:

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging FL-4 Cellular, Inc., a Louisiana corporation ("FL-4"), with and into AT&T Wireless Services of Florida, Inc., a Florida corporation ("AWS of Florida").

2. The merger of FL-4 with and into AWS of Florida is permitted by the laws of the jurisdiction of organization of FL-4 and is in compliance with said laws. The date of adoption of the Agreement and Plan of Merger by the shareholders of FL-4 was November 1, 1996.

3. The shareholders of AWS of Florida entitled to vote thereon approved and adopted the aforesaid Agreement and Plan of Merger by written consent given on November 1, 1996 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective date of the merger herein provided for in the State of Florida shall be December 31, 1996.

DATED as of November 25, 1996.

FL-4 CELLULAR, INC.

By: 

Mark U. Thomas
Vice President

AT&T WIRELESS SERVICES OF
FLORIDA, INC.

By: 

Mark U. Thomas
Vice President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is dated as of the 25th day of November, 1996, between FL-4 Cellular, Inc., a Louisiana corporation ("FL-4"), whose principal office address is 5000 Carillon Point, Kirkland, Washington 98033, and AT&T Wireless Services of Florida, Inc., a Florida corporation ("AWS of Florida"), whose principal office address is 5000 Carillon Point, Kirkland, Washington 98033.

WHEREAS, the Board of Directors of each of FL-4 and AWS of Florida, the parties hereto, deem it desirable and in the best interest of the corporations and their shareholders that FL-4 be merged with and into AWS of Florida; and

WHEREAS, the Board of Directors of FL-4 adopted a resolution on November 1, 1996 approving this Agreement, and the Board of Directors of AWS of Florida adopted a resolution on November 1, 1996 approving this Agreement;

NOW, THEREFORE, in consideration of the mutual promises and covenants, and subject to the conditions herein set forth, the merging corporations agree as follows:

1. The merging corporations shall be merged into a single corporation by FL-4 merging with and into AWS of Florida (the "Surviving Corporation"), which shall survive the merger, pursuant to the provisions of the laws of the State of Louisiana and the State of Florida. Upon such merger, the separate existence of FL-4 shall cease and the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of the merging corporations, and the Surviving Corporation shall become subject to all the debts and liabilities of FL-4 in the same manner as if the Surviving Corporation had itself incurred them.

2. The name of the Surviving Corporation shall be its present name. The purposes, location of the principal office for the transaction of business, location of the registered office, number of directors, and the capital stock of the Surviving Corporation shall be as appears in the Articles of Incorporation of the Surviving Corporation as they now exist.

3. The Articles of Incorporation of the Surviving Corporation, as in effect on the effective date of the merger, shall not be affected by the merger.

4. The Bylaws of the Surviving Corporation, as in effect on the effective date of the merger, shall be the Bylaws of the Surviving Corporation and shall not be affected by the merger.

5. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue in office as the directors and officers and shall hold office in accordance with and subject to the Articles of Incorporation and Bylaws of the Surviving Corporation.

6. The method of converting the shares of FL-4 into shares of the Surviving Corporation shall be as follows:

a. Each share of common stock of FL-4 issued and outstanding on the effective date of the merger shall continue to be one share of common stock of the Surviving Corporation; and

b. After the effective date of the merger, holders of certificates representing shares of common stock in FL-4 shall surrender them to the Surviving Corporation, or its duly appointed agent. Upon receipt of said certificates, the Surviving

Corporation shall issue and exchange a certificate representing shares of common stock in the Surviving Corporation equal to the number of shares of stock in FL-4 which are being surrendered.

7. This Agreement and Plan Merger shall be submitted to the shareholders of the merging corporations for their approval in the manner provided by the applicable laws of the State of Louisiana and the State of Florida and, after approval by the shareholders of each corporation entitled to vote thereon, shall be filed as required by the laws of the State of Louisiana and the State of Florida.

8. The Board of Directors of either merging corporation may, in their discretion, abandon this merger, subject to the rights of third parties and contracts relating thereto, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.


9. The effective date of the merger shall be December 31, 1996.

[END OF PAGE 3]

10. This Agreement and Plan of Merger may be executed in any number of counterparts, and all such counterparts and shall constitute one and the same instrument.

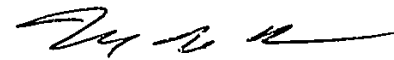
IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed as of the 25th day of November, 1996.

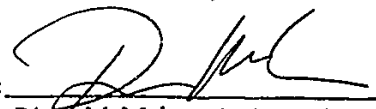
FL-4 CELLULAR, INC.

By: 
Mark U. Thomas, Vice President

By: 
Diane McMahan, Assistant Secretary

AT&T WIRELESS SERVICES OF
FLORIDA, INC.

By: 
Mark U. Thomas, Vice President

By: 
Diane McMahan, Assistant Secretary

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

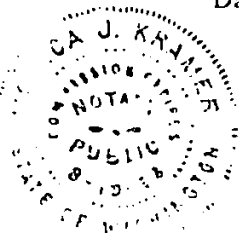
I certify that I know or have satisfactory evidence that Mark U. Thomas is the person who appeared before me and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the Vice President of FL-4 CELLULAR, INC., to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated November 14TH, 1996

Monica J. Kramer
[PRINT NAME] MONICA J. KRAMER

NOTARY PUBLIC for the State of Washington,
residing at BOTHELL

My appointment expires: 8-19-98



STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

I certify that I know or have satisfactory evidence that Diane McMahan is the person who appeared before me and said person acknowledged that she signed this instrument, on oath stated that she was authorized to execute the instrument and acknowledged it as the Assistant Secretary of FL-4 CELLULAR, INC., to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated November 14TH, 1996

Monica J. Kramer
[PRINT NAME] MONICA J. KRAMER

NOTARY PUBLIC for the State of Washington,
residing at BOTHELL

My appointment expires: 8-19-98



STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

I certify that I know or have satisfactory evidence that Mark U. Thomas is the person who appeared before me and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the Vice President of AT&T WIRELESS SERVICES OF FLORIDA, INC., to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated November 14, 1996 Monica J. Kramer

(PRINT NAME) MONICA J. KRAMER

NOTARY PUBLIC for the State of Washington,
residing at Bothell

My appointment expires: 8-19-98

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

I certify that I know or have satisfactory evidence that Diane McMahan is the person who appeared before me and said person acknowledged that she signed this instrument, on oath stated that she was authorized to execute the instrument and acknowledged it as the Assistant Secretary of AT&T WIRELESS SERVICES OF FLORIDA, INC., to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated November 14, 1996 Monica J. Kramer

(PRINT NAME) MONICA J. KRAMER

NOTARY PUBLIC for the State of Washington,
residing at Bothell

My appointment expires: 8-19-98

G 93024

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

OCALA CELLULAR PARTNERS, INC., a Florida corporation, J92306

INTO

AT&T WIRELESS SERVICES OF FLORIDA, INC., a Florida corporation,
G93024.

File date: December 17, 1996 , effective December 31, 1996

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 70.00

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171
904-222-0397 FAX

800-342-8086

G93024



ACCOUNT NO. : 072100000032

REFERENCE : 189544 4815236

AUTHORIZATION : Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : December 16, 1996

ORDER TIME : 10:31 AM

ORDER NO. : 189544-035

CUSTOMER NO: 4815236

400002031074--0

CUSTOMER: Ms. Monica Kramer
At&t Wireless Services, Inc.
5000 Carillon Point

Kirkland, WA 98033-7397

EFFECTIVE DATE
12-31-96

ARTICLES OF MERGER

OCALA CELLULAR PARTNERS, INC.

INTO

AT&T WIRELESS SERVICES OF
FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Victoria L. Perez
EXAMINER'S INITIALS: _____

Merger
12/17/96
DL

FILED
96 DEC 17 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
OCALA CELLULAR PARTNERS, INC.
AND
AT&T WIRELESS SERVICES OF FLORIDA, INC.

FILED
96 DEC 17 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

EFFECTIVE DATE
12-31-96

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following Articles of Merger:

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Ocala Cellular Partners, Inc., a Florida corporation ("Ocala"), with and into AT&T Wireless Services of Florida, Inc., a Florida corporation ("AWS of Florida"), as approved and adopted by written consent of the shareholders of Ocala entitled to vote thereon given on November 1, 1996 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of AWS of Florida entitled to vote thereon given on November 1, 1996 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

2. AWS of Florida will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

3. The effective date of the merger herein provided for shall be December 31, 1996.

DATED as of the 25th day of November, 1996.

OCALA CELLULAR PARTNERS, INC.

By: 

Mark U. Thomas, Vice President

AT&T WIRELESS SERVICES OF FLORIDA,
INC.

By: 

Mark U. Thomas, Vice President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is dated as of the 25th day of November, 1996, between Ocala Cellular Partners, Inc., a Florida corporation ("Ocala"), whose principal office address is 5000 Carillon Point, Kirkland, Washington 98033, and AT&T Wireless Services of Florida, Inc., a Florida corporation ("AWS of Florida"), whose principal office address is 5000 Carillon Point, Kirkland, Washington 98033.

WHEREAS, Ocala is a corporation organized and existing under the laws of the State of Florida and having authorized capitalization of 50,000 shares of common stock having a par value of \$1.00 each; and

WHEREAS, AWS of Florida is a corporation organized and existing under the laws of the State of Florida and having authorized capitalization of 50,000 shares of common stock having a par value of \$1.00 each; and

WHEREAS, the Board of Directors of each of Ocala and AWS of Florida, the parties hereto, deem it desirable and in the best interest of the corporations and their shareholders that Ocala be merged with and into AWS of Florida;

NOW, THEREFORE, in consideration of the mutual promises and covenants, and subject to the conditions herein set forth, the merging corporations agree as follows:

1. The merging corporations shall be merged into a single corporation by Ocala merging with and into AWS of Florida (the "Surviving Corporation"), which shall survive the merger, pursuant to the provisions of the laws of the State of Florida. Upon such merger, the separate existence of Ocala shall cease and the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of the merging

corporations, and the Surviving Corporation shall become subject to all the debts and liabilities of Ocala in the same manner as if the Surviving Corporation had itself incurred them.

2. The name of the Surviving Corporation shall be its present name. The purposes, location of the principal office for the transaction of business, location of the registered office, number of directors, and the capital stock of the Surviving Corporation shall be as appears in the Articles of Incorporation of the Surviving Corporation as they now exist.

3. The Articles of Incorporation of the Surviving Corporation, as in effect on the effective date of the merger, shall not be affected by the merger.

4. The Bylaws of the Surviving Corporation, as in effect on the effective date of the merger, shall be the Bylaws of the Surviving Corporation and shall not be affected by the merger.

5. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue in office as the directors and officers and shall hold office in accordance with and subject to the Articles of Incorporation and Bylaws of the Surviving Corporation.

6. The method of converting the shares of Ocala into shares of the Surviving Corporation shall be as follows:

a. Each share of common stock of Ocala issued and outstanding on the effective date of the merger shall continue to be one share of common stock of the Surviving Corporation; and

b. After the effective date of the merger, holders of certificates representing shares of common stock in Ocala shall surrender them to the Surviving Corporation, or its duly appointed agent. Upon receipt of said certificates, the Surviving Corporation shall issue and exchange a certificate representing shares of common stock in the Surviving Corporation equal to the number of shares of stock in Ocala which are being surrendered.

7. This Agreement and Plan Merger shall be submitted to the shareholders of the merging corporations for their approval in the manner provided by the applicable laws of the State of Florida and, after approval by the shareholders of each corporation entitled to vote thereon, shall be filed as required by the laws of the State of Florida.


8. The Board of Directors of either merging corporation may, in their discretion, abandon this merger, subject to the rights of third parties and contracts relating thereto, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.

9. The effective date of the merger shall be December 31, 1996.

10. This Agreement and Plan of Merger may be executed in any number of counterparts, and all such counterparts shall constitute one and the same instrument.


IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed as of the 25th day of November, 1996.

OCALA CELLULAR PARTNERS, INC.

By: 
Mark U. Thomas, Vice President

By: 
Diane McMahan, Assistant Secretary

AT&T WIRELESS SERVICES OF
FLORIDA, INC.

By: 
Mark U. Thomas, Vice President

By: 
Diane McMahan, Assistant Secretary