

# G93024



ACCOUNT NO. : 072100000032

REFERENCE : 629066 4327163

AUTHORIZATION

COST LIMIT

*Patricia Puyitt*  
\$ ~~122.50~~

00002370431--4

157.50

ORDER DATE : December 9, 1997

ORDER TIME : 10:04 AM

ORDER NO. : 629066-045

CUSTOMER NO: 4327163

CUSTOMER: Ms. Karen Stewart  
Stokes, Eitelbach & Lawrence  
800 Fifth Avenue  
Ste. 4000  
Seattle, WA 981043179

ARTICLES OF MERGER

MCCAW COMMUNICATIONS OF  
BRADENTON, INC.

INTO

AT&T WIRELESS SERVICES OF  
FLORIDA, INC.

**EFFECTIVE DATE**  
DEC 31 1997

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

**FILED**  
97/DEC 12 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**RECEIVED**  
97 DEC 12 AM 10:52  
DIVISION OF CORPORATION

12/12 *gmy*  
*merger*  
*C.C.*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MCCAW COMMUNICATIONS OF BRADENTON, INC., a Florida corporation,  
J70779

MCCAW COMMUNICATIONS OF SARASOTA, INC., a Florida corporation,  
J70562

INTO

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

File date: December 12, 1997, effective December 31, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 157.50

ARTICLES OF MERGER  
OF  
McCAW COMMUNICATIONS OF BRADENTON, INC.,  
McCAW COMMUNICATIONS OF SARASOTA, INC.  
AND  
AT&T WIRELESS SERVICES OF FLORIDA, INC.

FILED

97 DEC 12 PM 1:50

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

To the Department of State  
State of Florida

EFFECTIVE DATE  
DEC 31 1997

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 McCaw Communications of Bradenton, Inc., a Florida corporation ("MC-Bradenton"), and McCaw Communications of Sarasota, Inc., a Florida corporation ("MC-Sarasota"), 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 MC-Bradenton entitled to vote thereon given on November 5, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act; as approved and adopted by written consent of the shareholders of MC-Sarasota entitled to vote thereon given on November 5, 1997 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 5, 1997 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.

[END OF PAGE 1]


3. The effective date of the merger herein provided for shall be December 31, 1997.

DATED the 18 day of November, 1997.

McCAW COMMUNICATIONS OF  
BRADENTON, INC.

By:   
Mark U. Thomas, Vice President

McCAW COMMUNICATIONS OF  
SARASOTA, 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 10th day of November, 1997, between McCaw Communications of Bradenton, Inc., a Florida corporation ("MC-Bradenton"), whose principal office address is 5000 Carillon Point, Kirkland, Washington 98033, McCaw Communications of Sarasota, Inc., a Florida corporation ("MC-Sarasota"), whose principal 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, MC-Bradenton 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, MC-Sarasota 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 MC-Bradenton and MC-Sarasota (hereinafter collectively referred to as the "Non-Surviving Corporations") and AWS of Florida, the parties hereto, deem it desirable and in the best interest of the corporations and their shareholders that each of the Non-Surviving Corporations 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 the Non-Surviving Corporations 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 each of the Non-Surviving Corporations 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 each of the Non-Surviving Corporations 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. Upon the effective date of the merger of the parties hereto:

a. Each outstanding share of the common stock of each of the Non-Surviving Corporations shall be cancelled and retired and all rights in respect thereof shall cease to exist, without any conversion thereof or exchange therefor, and no consideration shall be delivered in respect thereof; and

b. The authorized and outstanding common stock of the Surviving Corporation shall be unaffected.

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 any merging corporation may, in their discretion, abandon this merger, subject to the rights of third parties and contracts relating thereto,

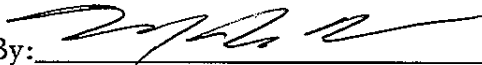
without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.

9. The effective date of the merger shall be December 31, 1997.

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.

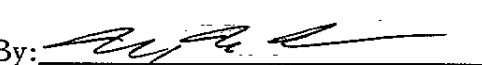
IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed as of the 10th day of November, 1997.

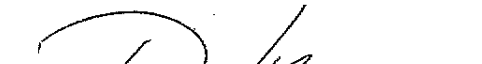
McCAW COMMUNICATIONS OF  
BRADENTON, INC.

By:   
Mark U. Thomas, Vice President

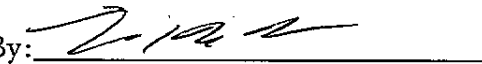
By:   
Diane McMahan, Assistant Secretary

AT&T WIRELESS SERVICES OF  
FLORIDA, INC.

By:   
Mark U. Thomas, Vice President

By:   
Diane McMahan, Assistant Secretary

McCAW COMMUNICATIONS OF  
SARASOTA, INC.

By:   
Mark U. Thomas, Vice President

By:   
Diane McMahan, Assistant Secretary