



THE UNITED STATES
CORPORATION
COMPANY

G93024

RECEIVED

27 DEC 15 AM 10:44

ACCOUNT NO. 0415072100000032

REFERENCE : 633199 4327163

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 35.00

ORDER DATE : December 12, 1997

ORDER TIME : 9:42 AM

ORDER NO. : 633199-005

CUSTOMER NO: 4327163

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

EFFECTIVE DATE

12-31-97

800002371578--4

ARTICLES OF MERGER

MCCAW CELLULAR COMMUNICATIONS
OF FLORIDA, INC.

INTO

AT&T WIRELESS SERVICES OF
FLORIDA, INC.

FILED
97 DEC 15 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

Handwritten signatures and initials

G93024

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

MCCAW CELLULAR COMMUNICATIONS OF FLORIDA, INC., a Florida corporation, document number J72063

INTO

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

File date: December 15, 1997 , effective December 31, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 35.00

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

To the Department of State
State of Florida

FILED
97 DEC 15 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12-31-97

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 Cellular Communications of Florida, Inc., a Florida corporation ("MCC-Florida"), 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 MCC-Florida entitled to vote thereon given on November 21, 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 21, 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.

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

DATED the 2 day of ^{December} ~~November~~, 1997.

McCAW CELLULAR COMMUNICATIONS
OF FLORIDA, INC.

By: [Signature]
Mark U. Thomas, Vice President

AT&T WIRELESS SERVICES OF FLORIDA,
INC.

By: [Signature]
Mark U. Thomas, Vice President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is dated as of the 24th day of November, 1997, between McCaw Cellular Communications of Florida, Inc., a Florida corporation ("MCC-Florida"), 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, MCC-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, 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 MCC-Florida and AWS of Florida, the parties hereto, deem it desirable and in the best interest of the corporations and their shareholders that MCC-Florida 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 MCC-Florida 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 MCC-Florida 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 MCC-Florida 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 the MCC-Florida into shares of the Surviving Corporation shall be as follows:

a. Each share of common stock of MCC-Florida 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 MCC-Florida 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 MCC-Florida 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, 1997.

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.

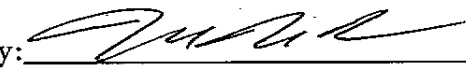
IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed as of the 24th day of November, 1997.

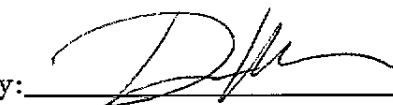
McCAW CELLULAR COMMUNICATIONS
OF FLORIDA, INC.

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