

G93024



ACCOUNT NO. : 072100000032

REFERENCE : 808544 4327163

AUTHORIZATION :

COST LIMIT : *Patricia P. 175.00*

FILED
98 MAY -7 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 6, 1998

ORDER TIME : 9:48 AM

ORDER NO. : 808544-010

CUSTOMER NO: 4327163

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

merger

000002515340--4

ARTICLES OF MERGER

TALCOM, INC.

AT&T WIRELESS SERVICES OF
FLORIDA, INC.

Name	5	7	98
Availability			
INTO			
Content	<i>Don</i>		
Examiner			
Update	<i>Don</i>		
Verifier	<i>Don</i>		
Approved by	<i>Don</i>		
W.P. Verifier	<i>Don</i>		

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX 2 CERTIFIED COPIES
PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
98 MAY -7 AM 11:23
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

TALCOM, INC., a Florida corporation M35207

INTO

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

File date: May 7, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 175.00

ARTICLES OF MERGER
OF
TALCOM, INC.
AND
AT&T WIRELESS SERVICES OF FLORIDA, INC.

FILED
98 MAY -7 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

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 Talcom, Inc., a Florida corporation ("Talcom"), 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 Talcom entitled to vote thereon given on December 3, 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 December 3, 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.

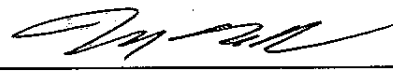
3. The effective date of the merger herein provided for shall be the date of filing.

DATED the 5th day of December, 1997.

TALCOM, 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 4th day of December, 1997, between Talcom, Inc., a Florida corporation ("Talcom"), 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, Talcom is a corporation organized and existing under the laws of the State of Florida and having authorized capitalization of 7,500 shares of Class A common stock having a par value of \$1.00 each and 7,500 shares of Class B 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 Talcom and AWS of Florida, the parties hereto, deem it desirable and in the best interest of the corporations and their shareholders that Talcom 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 Talcom 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 Talcom 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 Talcom 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 Talcom into shares of the Surviving Corporation shall be as follows:

a. Each share of common stock of Talcom 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 Talcom 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 Talcom 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. 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 4th day of December, 1997.

TALCOM, 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