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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

McCaw Communications of the Mid-South  
Merger

000002713070--7

-12/15/98--01057--030

\*\*\*\*\*78.75 \*\*\*\*\*78.75

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NEW FILINGS	
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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APR  
12/17/98

FILED  
DEC 15 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEC 15 PM 12:24  
CLERK OF SUPERIOR COURT

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MCCAW COMMUNICATIONS OF THE MID-SOUTH, INC., a Delaware corp  
P12873

INTO

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

File date: December 15, 1998, effective December 31, 1998

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE  
12/31/98

FILED  
98 DEC 15 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
McCAW COMMUNICATIONS OF THE MID-SOUTH, INC.  
AND  
AT&T WIRELESS SERVICES OF FLORIDA, INC.

To the Department of State  
State of Florida

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 McCaw Communications of the Mid-South, Inc., a Delaware corporation ("McCaw"), with and into AT&T Wireless Services of Florida, Inc., a Florida corporation ("AWS of Florida").
2. The merger of McCaw with and into AWS of Florida is permitted by the laws of the jurisdiction of organization of McCaw and is in compliance with said laws. The date of adoption of the Agreement and Plan of Merger by the shareholders of McCaw was December 8, 1998.
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 December 8, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
4. 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.
5. The effective date of the merger herein provided for in the State of Florida shall be December 31, 1998.

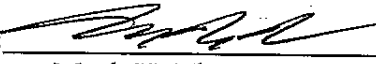
DATED as of December 8, 1998.

McCAW COMMUNICATIONS OF  
THE MID-SOUTH, 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 1st day of December, 1998, between McCaw Communications of the Mid-South, Inc., a Delaware corporation ("McCaw"), and AT&T Wireless Services of Florida, Inc., a Florida corporation ("AT&T").

WHEREAS, the Board of Directors of each of McCaw and AT&T, the parties hereto, deem it desirable and in the best interest of the corporations and their shareholders that McCaw be merged with and into AT&T;

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 McCaw merging with and into AT&T (the "Surviving Corporation"), which shall survive the merger, pursuant to the provisions of the laws of the State of Delaware and the State of Florida. Upon such merger, the separate existence of McCaw 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 McCaw 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 common stock of McCaw 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 Delaware 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 Delaware and the State of Florida.

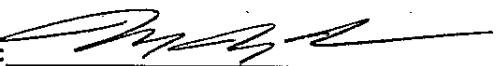
8. The Board of Directors of either merging corporation may, in their discretion, abandon this merger, subject to the rights of third parties and contracts relating thereto, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.

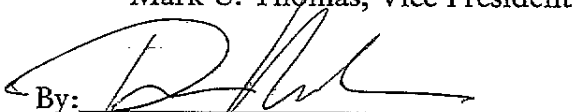
9. The effective date of the merger shall be December 31, 1998.

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 date first above written.

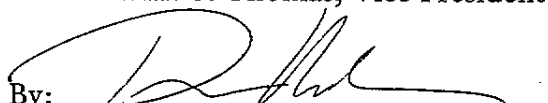
McCAW COMMUNICATIONS OF  
THE MID-SOUTH, INC.

By:   
Mark U. Thomas, Vice President

By:   
Diane Melvin, Assistant Secretary

AT&T WIRELESS SERVICES OF  
FLORIDA, INC.

By:   
Mark U. Thomas, Vice President

By:   
Diane Melvin, Assistant Secretary