

JUN 28 2004 4:11PMms CORPORATION SVC CO

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Florida Department of State
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From:
Account Name : CORPORATION SERVICE COMPANY
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MERGER OR SHARE EXCHANGE

UNITED STATES CELLULAR OPERATING COMPANY LLC

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R04000135052-3**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. United States Cellular Operating Company of Ft. Pierce 8410 W. Bryn Mawr Chicago, IL 60631	Florida	Corporation
Florida Document/Registration Number: J78824		FEI Number: 36-3525991
2. United States Cellular Operating Company LLC 8410 W. Bryn Mawr Chicago, IL 60631	Delaware	LLC
Florida Document/Registration Number: 2029212		FEI Number: 36-3363349
3. _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>United States Cellular Operating</u>	<u>Delaware</u>	<u>LLC</u>
<u>Company LLC</u>		
<u>8410 N. DEVA HWY</u>		
<u>Chicago, IL 60631</u>		
Florida Document/Registration Number: <u>2029312</u>	FEI Number: <u>36-3363349</u>	

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is made as of this 25th day of June, 2004, by and between United States Cellular Operating Company of Ft. Pierce, a Florida corporation ("CORP"), and United States Cellular Operating Company LLC, a Delaware limited liability company ("LLC"). CORP and LLC are hereinafter sometimes collectively referred to as the "Constituent Entities"

WITNESSETH:

WHEREAS, CORP is a corporation duly organized and validly existing under the laws of the State of Florida and a wholly-owned subsidiary of LLC;

WHEREAS, LLC is a limited liability company duly organized and validly existing under the laws of the State of Delaware; and

WHEREAS, the Board of Directors of CORP and Sole Member of LLC, respectively, have each determined that it is advisable that CORP be merged with and into LLC (the "Merger") and have approved the Merger on the terms and subject to the conditions hereinafter set forth in accordance with the applicable provisions of the laws of the States of Florida and Delaware permitting the Merger.

NOW, THEREFORE, in consideration of the foregoing and of the agreements, covenants and provisions hereinafter set forth, the parties hereby agree as follows:

ARTICLE I

1.1 Merger of CORP into LLC. CORP shall be merged with and into LLC, in accordance with the applicable provisions of the laws of the States of Florida and Delaware. The separate corporate existence of CORP shall thereupon cease and LLC shall be the surviving company (the "Surviving Company"). This Plan of Merger shall become effective at 12:01 a.m. on July 1, 2004 (the "Effective Time"), as specified in the Articles of Merger filed with the Florida Secretary of State and the Certificate of Merger filed with the Delaware Secretary of State.

1.2 Effect of Merger. The Merger shall have the effect specified in the Florida Business Corporation Act and the Delaware Limited Liability Company Act.

ARTICLE II

2.1 Certificate of Formation. The Certificate of Formation of LLC immediately prior to the effective time of the Merger shall be and constitute the Certificate of Formation of the Surviving Company until the same shall be properly altered, amended or repealed and the name of the Surviving Company shall be United States Cellular Operating Company LLC.

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2.2 *Managers.* The names and business addresses of the managers of the LLC described in Attachment A immediately prior to the Effective Time shall be and constitute the Managers of the Surviving Company until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the surviving corporation.

2.3 *Operating Agreement.* The Operating Agreement of LLC as in effect immediately prior to the effective time of the Merger shall be and constitute the Operating Agreement of the Surviving Company until the same shall be properly altered, amended or repealed.

ARTICLE III

3.1 *Conversion of Equity Interests.* The manner and basis of converting the Membership Interests of LLC and Common Stock of CORP as of the effective time of the Merger Date shall be as follows:

(a) All of the Membership Interests of LLC issued and outstanding immediately prior to the effective time of the Merger shall remain unchanged as the Membership Interests of the Surviving Company.

(b) All of the Common Stock of CORP issued and outstanding, which are wholly owned by LLC, immediately prior to the effective time of the Merger shall thereupon be cancelled.

ARTICLE IV

4.1 *Member and Stockholder Approval.* This Plan of Merger shall be submitted for approval to United States Cellular Corporation as the sole stockholder of CORP.

4.2 *Governing Law.* Except to the extent that the Florida Business Corporation Act shall govern the Merger, this Plan of Merger shall be governed by the laws of the State of Delaware.

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IN WITNESS WHEREOF, each of the Constituent Entities, pursuant to authority duly given by resolutions adopted by its Board of Directors and its sole Member, respectively, has caused this Plan of Merger to be executed in its name by its duly authorized officer as of the day and year aforesaid.

UNITED STATES CELLULAR OPERATING
COMPANY OF FT. PIERCE
a Florida corporation

By: 
Kenneth B. Meyers
Vice President and Treasurer

UNITED STATES CELLULAR OPERATING
COMPANY LLC
a Delaware limited liability company

By: 
Kenneth B. Meyers
Vice President and Treasurer

SIGNATURE PAGE TO
PLAN OF MERGER OF
UNITED STATES CELLULAR OPERATING COMPANY OF FT. PIERCE
WITH AND INTO
UNITED STATES CELLULAR OPERATING COMPANY LLC

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**ATTACHMENT A TO
PLAN OF MERGER
BETWEEN
UNITED STATES CELLULAR OPERATING COMPANY LLC
AND
UNITED STATES CELLULAR OPERATING COMPANY OF FT. PIERCE**

**Director
Managers:** LeRoy T. Carlson, Jr.
c/o Telephone and Data Systems, Inc.
30 N. LaSalle, 40th Floor
Chicago, IL 60602

John E. Rooney
c/o U.S. Cellular
8410 W. Bryn Mawr, Suite 700
Chicago, IL 60631

**Officer
Managers:** John E. Rooney
c/o U.S. Cellular
8410 W. Bryn Mawr, Suite 700
Chicago, IL 60631

Rochelle J. Boersma, Vice President
c/o U.S. Cellular
8410 W. Bryn Mawr, Suite 700
Chicago, IL 60631

Jay M. Ellison, Vice President
c/o U.S. Cellular
8410 W. Bryn Mawr, Suite 700
Chicago, IL 60631

Alan D. Ferber, Vice President
c/o U.S. Cellular
8410 W. Bryn Mawr, Suite 700
Chicago, IL 60631

Kevin C. Gallagher, Vice President and
Secretary
c/o Telephone and Data Systems, Inc.
30 N. LaSalle, 40th Floor
Chicago, IL 60602

Hicham H. Gerssami, Vice President
c/o U.S. Cellular
8410 W. Bryn Mawr, Suite 700
Chicago, IL 60631

Leon J. Hansen, Vice President
c/o U.S. Cellular
8410 W. Bryn Mawr, Suite 700
Chicago, IL 60631

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**Officer
Managers:**

Conrad J. Rumer, Vice President
c/o U.S. Cellular
8410 W. Bryn Mawr, Suite 700
Chicago, IL 60631

Michael S. Izziary, Vice President
c/o U.S. Cellular
8410 W. Bryn Mawr, Suite 700
Chicago, IL 60631

George W. Irving, Vice President
c/o U.S. Cellular
8410 W. Bryn Mawr, Suite 700
Chicago, IL 60631

James R. Jenkins, Vice President
c/o U.S. Cellular
8410 W. Bryn Mawr, Suite 700
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Karen C. Johnson, Vice President
c/o U.S. Cellular
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Chicago, IL 60631

Karen S. Kirwan, Vice President
c/o U.S. Cellular
8410 W. Bryn Mawr, Suite 700
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Kenneth R. Meyers, Vice President and
Treasurer
c/o U.S. Cellular
8410 W. Bryn Mawr, Suite 700
Chicago, IL 60631

Katherine Hest Schrank,
Vice President
c/o U.S. Cellular
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Carolyn A. Tilden, Vice President
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Chicago, IL 60631

Brenda S. Weyl, Vice President
c/o U.S. Cellular
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Chicago, IL 60631

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Officer
Managers: Stephen P. Fitzell, Assistant Secretary
c/o Sidley Austin Brown & Wood LLP
10 S. Dearborn
Chicago, IL 60603

Mark A. Krohn, Assistant Secretary
and Assistant Treasurer
c/o U.S. Cellular
8410 W. Bryn Mawr, Suite 700
Chicago, IL 60631

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