



THE UNITED STATES
CORPORATION
COMPANY

L000000009874

ACCOUNT NO. : 072100000032

REFERENCE : 841637 4320229

AUTHORIZATION : Patricia Pizeto

COST LIMIT : \$ 60.00

ORDER DATE : September 25, 2000

ORDER TIME : 12:46 PM

ORDER NO. : 841637-725

CUSTOMER NO: 4320229

CUSTOMER: Tammy Thomas, Legal Assistant
Kilpatrick Stockton, Llp
Suite 2800
1100 Peachtree Street
Atlanta, GA 30309

800003405408--2

ARTICLES OF MERGER

ANNISTON-WESTEL, INC.

INTO

ANNISTON-WESTEL, LLC

EFFECTIVE DATE

9-30-00

RECEIVED
00 SEP 26 PM 1:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

JB
9-28-00

00 SEP 26 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
FILED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 27, 2000

CSC
JEANINE REYNOLDS

SUBJECT: ANNISTON-WESTEL, LLC
Ref. Number: L0000009874

We have received your document for ANNISTON-WESTEL, LLC and the authorization to debit your account in the amount of \$60.00. However, the document has not been filed and is being returned for the following:

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 800A00050673

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ANNISTON-WESTEL COMPANY, INC. A Florida corporation G86797

into

ANNISTON-WESTEL COMPANY, LLC, a Florida entity L00000009874

File date: September 26, 2000 , effective September 30, 2000

Corporate Specialist: Trevor Brumbley

ARTICLES OF MERGER
OF
ANNISTON-WESTEL COMPANY, INC.
AND
ANNISTON-WESTEL COMPANY, LLC

To the Florida Secretary of State
State of Florida

Pursuant to the provisions of Section 607.1109 of the Florida General Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act, the domestic corporation and domestic limited liability company herein named do hereby submit the following Articles of Merger.

1. 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>
Anniston-Westel Company, Inc. Suite 1000 1100 Peachtree Street, N.E. Atlanta, Georgia 30309-4599 Florida Document/Registration Number: G86797	Florida	Corporation FEI Number: 59-2644140

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Anniston-Westel Company, LLC Suite 1000 1100 Peachtree Street, N.E. Atlanta, Georgia 30309-4599 Florida Document/Registration Number: L00000009874	Florida	Limited Liability Company FEI Number: 59-2644140

3. The attached Plan of Merger meets the requirements of Section 607.1108 of the Florida General Corporation Act and Section 608.438 of the Florida Limited Liability Company Act, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter 607 of the Florida General Corporation Act and Section 608 of the Florida Limited Liability Company Act.

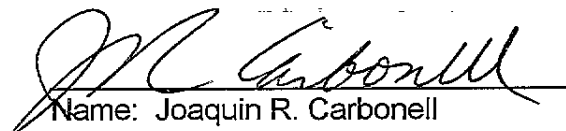
4. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

5. The effective time and date of the merger herein provided for is as of the close of business on September 30, 2000.

Executed on August 18, 2000.

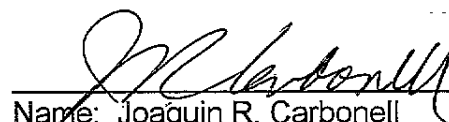
ANNISTON-WESTEL COMPANY, INC.

By:


Name: Joaquin R. Carbonell
Title: Vice President

ANNISTON-WESTEL COMPANY, LLC
By American Cellular Communications
Corporation, its Sole Member

By:


Name: Joaquin R. Carbonell
Title: Vice President

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AGREEMENT AND PLAN OF MERGER
BETWEEN
ANNISTON-WESTEL COMPANY, INC.,
A FLORIDA CORPORATION
AND
ANNISTON-WESTEL COMPANY, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

Agreement and Plan of Merger, made and entered into as of August 18, 2000, by and between Anniston-Westel Company, Inc., a Florida Corporation, and Anniston-Westel Company, LLC, a Florida limited liability company, as approved by the resolutions adopted by the Board of Directors and Sole Shareholder of Anniston-Westel Company, Inc. and by the resolutions adopted by the Sole Member of Anniston-Westel Company, LLC.

WITNESSETH:

WHEREAS, Anniston-Westel Company, Inc. was incorporated on February 28, 1984 under the Florida General Corporation Act and currently has authorized capital stock of 1,000 shares of common stock, \$.01 par value and 200 shares of preferred stock, \$.01 par value, one (1) share of the common stock having been validly issued and presently outstanding and owned by American Cellular Communications Corporation, a Delaware corporation; and,

WHEREAS, Anniston-Westel Company, LLC was formed on August 16, 2000 under the Florida Limited Liability Company Act and American Cellular Communications Corporation, a Delaware corporation, serves as the sole member of the limited liability company; and,

WHEREAS, the Board of Directors of Anniston-Westel Company, Inc. and the Sole Member of Anniston-Westel Company, LLC deem it advisable and to the advantage, welfare, and best interests of the respective entities and their respective sole shareholder and sole member that Anniston-Westel Company, Inc. merge with and into Anniston-Westel Company, LLC pursuant to the provisions of the Florida General Corporation Act and the Florida Limited Liability Company Act upon the terms and conditions hereinafter set forth; and,

WHEREAS, Anniston-Westel Company, LLC shall be the surviving entity in the merger, and that upon such merger Anniston-Westel Company, Inc.'s existence shall cease in accordance with the provisions of the Florida General Corporation Act and the Florida Limited Liability Company Act;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by resolutions adopted by the Board of Directors of Anniston-Westel Company, Inc. and by the Sole Member of Anniston-Westel Company, LLC pursuant to the provisions of the Florida General Corporation Act and the Florida Limited Liability Company Act, the Agreement and Plan

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of Merger and the terms and conditions thereof, the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon for submission to the Sole Shareholder of Anniston-Westel Company, Inc. as required by the Florida General Corporation Act, this proposed Agreement and Plan of Merger (the "Agreement and Plan") is set forth below:

PLAN OF MERGER

1. The names of the entities proposing to merge pursuant to this Agreement and Plan are Anniston-Westel Company, Inc., a Florida Corporation, and Anniston-Westel Company, LLC, a Florida limited liability company ("Surviving Company"). The Surviving Company shall be Anniston-Westel Company, LLC which shall, at the effective time of the merger, be known as "Anniston-Westel Company, LLC".

2. The terms and conditions of the proposed merger and the mode of carrying it into effect are as follows:

(a) Anniston-Westel Company, Inc. shall merge with and into Anniston-Westel Company, LLC and shall be a single company, and that company, the Surviving Company, shall be Anniston-Westel Company, LLC.

(b) The separate existence of Anniston-Westel Company, Inc. shall cease.

(c) The Surviving Company shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a limited liability company organized under the Florida Limited Liability Company Act. The limited liability company is not managed by managers.

(d) The Surviving Company shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of Anniston-Westel Company, Inc. and Anniston-Westel Company, LLC. All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares or membership interests, all other choses in action and all and every other interest of or belonging to or due Anniston-Westel Company, Inc. and Anniston-Westel Company, LLC shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed; and the title to any real estate, or any interest therein, vested in Anniston-Westel Company, Inc. and Anniston-Westel Company, LLC shall not revert or be in any way impaired by reason of such merger.

(e) The Surviving Company shall thenceforth be responsible and liable for all the liabilities and obligations of Anniston-Westel Company, Inc. and Anniston-Westel Company, LLC and any claim existing or action or proceeding pending by or against Anniston-Westel Company, Inc. and Anniston-Westel Company, LLC may be

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prosecuted as if the merger had not taken place or the Surviving Company may be substituted in its place. Neither the right of creditors nor any liens upon the property of the Surviving Company shall be impaired by such merger.

3. The present Articles of Organization of Anniston-Westel Company, LLC shall constitute the Articles of Organization of said Surviving Company and said Articles of Organization shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

4. The present Operating Agreement of Anniston-Westel Company, LLC shall be the Operating Agreement of said Surviving Company and shall continue in full force and effect until altered or amended as therein provided and in the manner prescribed by the Florida Limited Liability Company Act.

5. All resolutions of the Board of Directors and Sole Shareholder of Anniston-Westel Company, Inc. existing on the effective date of the merger shall continue in existence and shall be considered resolutions of the Surviving Company.

6. The location of the registered office of Anniston-Westel Company, LLC in the State of Florida is as follows: 1201 Hays Street, Tallahassee, Florida 32301. The location of the registered office of Anniston-Westel Company, Inc. in the State of Florida is as follows: 1201 Hays Street, Tallahassee, Florida 32301.

7. On the effective date of the merger, all of the issued and outstanding shares of Anniston-Westel Company, Inc. shall be converted into 100% of the membership interests in the limited liability company.

8. The Agreement and Plan herein made and entered into shall be submitted to the Sole Shareholder of Anniston-Westel Company, Inc. for its adoption or rejection in the manner prescribed by the Florida General Corporation Act.

9. The merger shall be effective upon the close of business on September 30, 2000.

10. In the event that this Agreement and Plan shall have been adopted by the Sole Shareholder of Anniston-Westel Company, Inc. and Sole Member of Anniston-Westel Company, LLC in accordance with the provisions of the Florida General Corporation Act and the Florida Limited Liability Company Act, Anniston-Westel Company, Inc. and Anniston-Westel Company, LLC agree that they shall cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and that they shall cause to be performed all necessary acts within the State of Florida and elsewhere to effectuate the merger.

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11. The Board of Directors and proper officers of Anniston-Westel Company, Inc. and the Sole Member of Anniston-Westel Company, LLC are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan or of the merger herein provided for.

12. Notwithstanding the full approval of the Agreement and Plan upon behalf of Anniston-Westel Company, Inc. and Anniston-Westel Company, LLC, the merger herein provided for may be abandoned by the Board of Directors of Anniston-Westel Company, Inc. or the Sole Member of Anniston-Westel Company, LLC at any time prior to the filing of the Articles of Merger with the Secretary of State of Florida. This Agreement and Plan may be amended by the Board of Directors of Anniston-Westel Company, Inc. or the Sole Member of Anniston-Westel Company, LLC at any time prior to the date of filing the Articles of Merger with the Secretary of State of Florida, provided that an amendment made subsequent to the adoption of the Agreement and Plan by the Sole Shareholder of Anniston-Westel Company, Inc. or the Sole Member of Anniston-Westel Company, LLC shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof, (2) alter or change any term of the Articles of Organization of the Surviving Company to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement and Plan if such alteration or change would adversely affect the holders of any class or series of stock or limited liability company interest thereof.

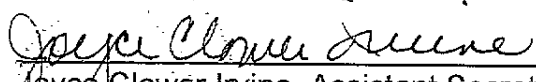
IN WITNESS WHEREOF, the parties to this Agreement and Plan, pursuant to the approval and authority duly given by resolutions adopted by the Sole Shareholder and Board of Directors of Anniston-Westel Company, Inc. and the Sole Member of Anniston-Westel Company, LLC, have caused these presents to be executed by the proper officers of Anniston-Westel Company, Inc. and the proper officers of the Sole Member of Anniston-Westel Company, LLC as the respective act, deed and agreement of each said corporation, as of August 18, 2000.

ANNISTON-WESTEL COMPANY, INC.

By:


Joaquin R. Carbonell, Vice President

Attest:


Joyce Clower Irvine, Assistant Secretary

[Corporate Seal]

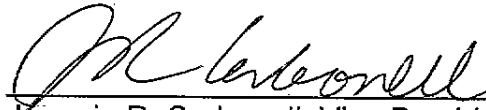
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SECRET
TALLAHASSEE, FLORIDA

APPROVAL
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ANNISTON-WESTEL COMPANY, LLC, Surviving
Company, by American Cellular Communications
Corporation, its Sole Member

Attest:

By:



Joaquin R. Carbonell, Vice President


Joyce Clower Irvine, Assistant Secretary

[Corporate Seal]

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SECTION 17
FALLAH - LONDON