



L00000009874

ACCOUNT NO. : 072100000032

REFERENCE : 685757 4320229

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 80.00

FILED
02 JUL 31 PM 1:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : July 30, 2002

ORDER TIME : 1:48 PM

ORDER NO. : 685757-005

CUSTOMER NO: 4320229

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

RECEIVED
02 JUL 31 PM 2:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

AL

ANNISTON-WESTEL COMPANY, LLC

INTO

500006821825--9

ALABAMA CELLULAR SERVICE, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar/jkg

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

ANNISTON-WESTEL COMPANY, LLC

INTO

ALABAMA CELLULAR SERVICE, LLC. entity not qualified in Florida

File date: July 31, 2002

Corporate Specialist: Agnes Lunt

Account number: 072100000032

Amount charged: 80.00

**ARTICLES OF MERGER
OF
ANNISTON-WESTEL COMPANY, LLC
(a Florida limited liability company)
WITH AND INTO
ALABAMA CELLULAR SERVICE, LLC
(a Georgia limited liability company)**

FILED
02 JUL 31 PM 1:27
STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act, the undersigned Anniston-Westel Company, LLC, a Florida limited liability company, and Alabama Cellular Service, LLC, a Georgia limited liability company, and the surviving entity to the merger set forth herein, do hereby submit the following Articles of Merger:

1. The name and jurisdiction of organization or formation of each constituent limited liability company that is merging are:

- (i) Anniston-Westel Company, LLC, the terminating entity, is a limited liability company formed under the laws of the State of Florida on August 16, 2000 ("Anniston"); and L00000009874
- (ii) Alabama Cellular Service, LLC, the surviving entity, is a limited liability company formed under the Georgia Limited Liability Company Act on September 30, 2000 ("Alabama Cellular").

2. The attached Plan of Merger meets the requirements of Section 608.438 of the Florida Limited Liability Company Act.

3. The Plan of Merger was adopted by resolution of the sole member of Anniston in accordance with the Florida Limited Liability Company Act, and by resolution of the sole member of Alabama Cellular in accordance with the Georgia Limited Liability Company Act.

4. The merger is permitted under the laws of the State of Florida and the laws of the State of Georgia and is not prohibited by the regulations or articles of organization of either Anniston or Georgia Cellular.

5. The merger shall become effective at 11:59 p.m., Eastern Daylight Time, on July 31, 2002.

6. The principal place of business of Alabama Cellular, the surviving entity, is located at 5565 Glenridge Connector, Suite 1700, Atlanta, Georgia 30342.

7. Alabama Cellular 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 members of each limited liability company that is party to the merger.

8. Alabama Cellular agrees to promptly pay the dissenting members of each limited liability company that is party to the merger the amount, if any, to which such dissenting members are entitled under Section 608.4384 of the Florida Limited Liability Company Act.

9. These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

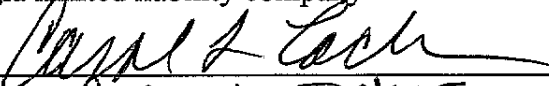
[Signatures Appear on Following Page]

FILED
JUL 31 PM 1:27
ALABAMA
STATE
ALABAMA, FLORIDA

Executed as of the 30th day of July, 2002.

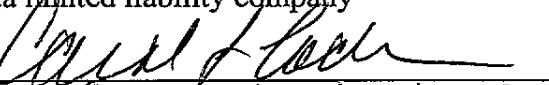
ALABAMA CELLULAR SERVICE, LLC

a Georgia limited liability company

enc
By: 
Name: Carol L. Tacker
Title: Vice President

ANNISTON-WESTEL COMPANY, LLC

a Florida limited liability company

enc
By: 
Name: Carol L. Tacker
Title: Vice President

2002 JUL 31 PM 1:27
FILED
ALABAMA STATE
HALLWAY, FLORIDA

PLAN OF MERGER
BETWEEN
ANNISTON-WESTEL COMPANY, LLC
AND
ALABAMA CELLULAR SERVICE, LLC

FILED
02 JUL 31 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Plan of Merger, made and entered into as of July 30, 2002, by and between Anniston-Westel Company, LLC, a Florida limited liability company ("Anniston"), and Alabama Cellular Service, LLC, a Georgia limited liability company ("Alabama Cellular"), as approved by the resolutions adopted by the Sole Member of Anniston and by the resolutions adopted by the Sole Member of Alabama Cellular.

WITNESSETH

WHEREAS, Anniston was formed on August 16, 2000, under the Florida Limited Liability Company Act, and BellSouth Mobility LLC, a Georgia limited liability company ("BellSouth Mobility"), is the Sole Member of Anniston; and

WHEREAS, Alabama Cellular was formed on September 30, 2000, under the Georgia Limited Liability Company Act, and BellSouth Mobility is the Sole Member of Alabama Cellular; and

WHEREAS, the Sole Member of Anniston and the Sole Member of Alabama Cellular deem it advisable and to the advantage, welfare, and best interests of the respective entities and their members that Anniston merge with and into Alabama Cellular pursuant to the provisions of the Florida Limited Liability Company Act and the Georgia Limited Liability Company Act upon the terms and conditions hereinafter set forth; and

WHEREAS, Alabama Cellular shall be the surviving entity in the merger, and that upon such merger, Anniston's existence shall cease in accordance with the provisions of the Florida Limited Liability Company Act and the Georgia 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 Sole Member of Anniston and by the Sole Member of Alabama Cellular, pursuant to the provisions of the Florida Limited Liability Company Act and the Georgia Limited Liability Company Act, the Plan 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, this proposed Plan of Merger (the "Merger Agreement") is set forth below:

PLAN OF MERGER

1. The names of the entities proposing to merge pursuant to this Merger Agreement are Anniston-Westel Company, LLC, a Florida limited liability company, and Alabama Cellular Service, LLC, a Georgia limited liability company. Alabama Cellular shall be the

surviving entity in the merger so that, at and after the effective time of the merger, the merged entities shall be known as "Alabama Cellular Service, LLC".

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

- (a) Anniston shall merge with and into Alabama Cellular and shall be a single limited liability company, and that company shall be Alabama Cellular (the "Surviving Company").
- (b) The separate existence of Anniston 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 Georgia Limited Liability Company Act.
- (d) The Surviving Company shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises, of a public as well as a private nature, of Anniston and Alabama Cellular. All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to membership interests, all other choses in action and all and every other interest of or belonging to or due Anniston and Alabama Cellular 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 and Alabama Cellular 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 and Alabama Cellular and any claim existing or action or proceeding pending by or against Anniston and Alabama Cellular may be 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 Alabama Cellular 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 Georgia Limited Liability Company Act.

4. The present Operating Agreement of Alabama Cellular 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 Georgia Limited Liability Company Act.

5. All resolutions of the Sole Member of Anniston existing on the effective date of the merger shall continue in existence and shall be considered resolutions of the Surviving Company.

6. At the effective time of the merger, all of the issued and outstanding membership interests of Anniston shall be cancelled without further consideration. As of the effective time of the merger, all of the issued and outstanding membership interests of Alabama Cellular shall remain issued and outstanding and shall be unaffected by the merger.

7. Anniston and Alabama Cellular 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 the State of Georgia and that they shall cause to be performed all necessary acts within the States of Florida and Georgia, and elsewhere, to effectuate the merger.

8. The Sole Member and the proper officers of Anniston, and the Sole Member and the proper officers of Alabama Cellular, 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 Merger Agreement or of the merger herein provided for.


9. The merger shall become effective at 11:59 p.m., Eastern Daylight Time, on July 31, 2002.

10. Notwithstanding the full approval of this Merger Agreement upon behalf of Anniston and Alabama Cellular, the merger herein provided for may be abandoned by the Sole Member of Anniston or the Sole Member of Alabama Cellular at any time prior to the filing of the Articles of Merger with the Secretary of State of Florida and the Articles of Merger with the Secretary of State of Georgia. This Merger Agreement may be amended by the Sole Member of Anniston or the Sole Member of Alabama Cellular at any time prior to the date of filing the Articles of Merger with the Secretary of State of Florida and the Articles of Merger with the Secretary of State of Georgia, provided that an amendment made subsequent to the adoption of the Merger Agreement by the Sole Member of Anniston or the Sole Member of Alabama Cellular shall not (1) alter or change the amount or kind of membership interests, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the membership interests, (2) alter or change any term of the Articles of Organization of the Surviving Company to be affected by the merger, or (3) alter or change any of the terms and conditions of the Merger Agreement if such alteration or change would adversely affect the holders of any membership interests thereof.

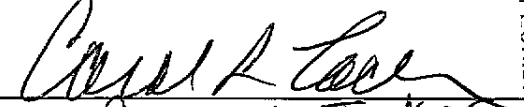
[Remainder of Page Intentionally Blank]

IN WITNESS WHEREOF, the parties to this Merger Agreement, pursuant to the approval and authority duly given by resolutions adopted by the Sole Member of Anniston and the Sole Member of Alabama Cellular, have caused these presents to be executed by the proper officers of Anniston and the proper officers of Alabama Cellular as the respective act, deed and agreement of each said limited liability company, as of the date first above written.

ANNISTON-WESTEL COMPANY, LLC

One
By: 
Name: CAROL L. TACKER
Title: Vice President

ALABAMA CELLULAR SERVICE, LLC

One
By: 
Name: CAROL L. TACKER
Title: Vice President

FILED
02 JUL 31 PM 1:28
CLERK OF DISTRICT COURT
ALABAMA, FLORIDA