



THE UNITED STATES
CORPORATION
COMPANY

L000000012302

ACCOUNT NO. : 072100000032

REFERENCE :

AUTHORIZATION :

COST LIMIT :

Patricia Pigato
\$80.00

ORDER DATE : 2/22/01

ORDER TIME :

500003748195--4

ORDER NO. : 039095-10

CUSTOMER NO: 4386365

FILING - Merger

NAME: Cingular Wireless LLC

*** FILE 1st ***

EFFECTIVE DATE:

ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

XX Articles of Merger

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward, ext. 1135

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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ARTICLES OF MERGER
Merger Sheet

MERGING:

CINGULAR WIRELESS LLC, A FLORIDA ENTITY L00000012302

INTO

CINGULAR WIRELESS LLC. corporation not qualified in Florida

File date: February 22, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 80.00

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 608.4382 of the Florida Statutes.

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

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--|---------------------|---------------------------|
| Cingular Wireless LLC 1100 Peachtree Street, Suite 910 Atlanta, GA 30309 | Florida | Limited Liability Company |
| Florida Document/Registration No.: L00000012302 | | FEI Number: Applied For. |

2. 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> |
|---|---------------------|---------------------------|
| Cingular Wireless LLC 5565 Glenridge Connector Glenridge Two Atlanta, GA 30342 | Delaware | Limited Liability Company |
| Florida Document/Registration No.: Not applicable | | FEI Number: 74-2955068 |

3. The attached Plan of Merger meets the requirements of sections 608.438 of the Florida Statutes and was approved by the domestic limited liability company that is a party to the merger in accordance with Chapter 608 of the Florida Statutes.

4. The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

5. The surviving entity agrees to pay the dissenting members of each domestic limited liability company that is a party to the merger the amount, if any, to which they are entitled under section 608.4384 of the Florida Statutes.

6. The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant too Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting members of each domestic limited liability company that is party to the merger.

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7. 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.

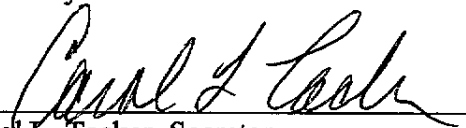
8. The merger was authorized by the manager members of the surviving party and the sole member of the merging party pursuant to unanimous written consent effective December 28, 2000.

9. The Articles of Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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

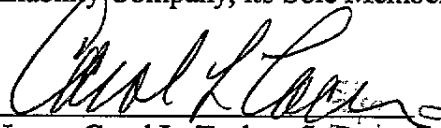
IN WITNESS WHEREOF, these Articles of Merger have been executed by the authorized representative of each limited liability company this 21st day of February, 2001.

CINGULAR WIRELESS LLC, a
Delaware Limited Liability Company,
Surviving Entity

By: 
Name: Carol L. Tacker, Secretary
Address: 5565 Glenridge Connector
Glenridge Two
Atlanta, GA 30342

CINGULAR WIRELESS LLC, a
Florida Limited Liability Company,
Merging Entity

By: Cingular Wireless LLC, a Delaware
Limited Liability Company, its Sole Member

By: 
Name: Carol L. Tacker, Secretary
Address: 5565 Glenridge Connector
Glenridge Two
Atlanta, GA 30342

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**AGREEMENT AND PLAN OF MERGER
BETWEEN
CINGULAR WIRELESS LLC,
A DELAWARE LIMITED LIABILITY COMPANY
AND
CINGULAR WIRELESS LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

Agreement and Plan of Merger, made and entered into this 20th day of February, 2001, by and between Cingular Wireless LLC, a Delaware limited liability company ("DE Cingular"), and Cingular Wireless LLC, a Florida limited liability company ("FL Cingular"), as approved by the resolutions adopted by the manager and members of DE Cingular and FL Cingular.

WITNESSETH:

WHEREAS, DE Cingular was organized on April 24, 2000 under the Delaware Limited Liability Company Act, and has nine (9) members; and,

WHEREAS, FL Cingular was organized on October 9, 2000, under the Florida Limited Liability Company Act, and has one member, which is DE Cingular; and,

WHEREAS, the manager and members of DE Cingular and the sole member of FL Cingular deem it advisable and to the advantage, welfare, and best interests of the respective entities that FL Cingular merge with and into DE Cingular pursuant to the provisions of the Delaware Limited Liability Company Act and the Florida Limited Liability Company Act upon the terms and conditions hereinafter set forth; and,

WHEREAS, DE Cingular shall be the surviving entity; and,

WHEREAS, upon such merger, FL Cingular's existence shall cease in accordance with the provisions of 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 sole member of FL Cingular and the Manager and Members of DE Cingular pursuant to the provisions of the Florida Limited Liability Company Act and the Delaware Limited Liability Company Act, the Agreement and 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 for submission to the members of DE Cingular and FL Cingular as required by the Delaware Limited Liability Company Act and Florida Limited Liability Company Act, this proposed Agreement and Plan of Merger is set forth below:

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STATE OF FLORIDA
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PLAN OF MERGER

1. The names of the entities proposing to merge pursuant to this Agreement and Plan of Merger are Cingular Wireless LLC, a Delaware limited liability company, and Cingular Wireless LLC, a Florida limited liability company. The "Surviving Entity" shall be Cingular Wireless LLC, a Delaware limited liability company, which shall, at the effective time of the merger, be known as "Cingular Wireless LLC".

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

(a) FL Cingular shall merge with and into DE Cingular and shall be a single limited liability company, and that limited liability company, the Surviving Entity, shall be Cingular Wireless LLC.

(b) The separate existence of FL Cingular shall cease.

(c) The Surviving Entity 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 Delaware Limited Liability Company Act.

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

(e) The Surviving Entity shall thenceforth be responsible and liable for all the liabilities and obligations of DE Cingular and FL Cingular and any claim existing or action or proceeding pending by or against DE Cingular and FL Cingular may be prosecuted as if the merger had not taken place or the Surviving Entity may be substituted in its place. Neither the right of creditors nor any liens upon the property of the Surviving Entity shall be impaired by such merger.

3. Except as otherwise set forth in this paragraph, on the Effective Date of the Merger, the Certificate of Formation of DE Cingular currently on file with the Secretary of State of the State of Delaware shall constitute the Certificate of Formation of said Surviving Entity and said Certificate of Formation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Delaware Limited Liability Company Act.

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TREASURY, FLORIDA

4. Except as otherwise set forth in this paragraph, the present Limited Liability Company Agreement of DE Cingular shall constitute the Limited Liability Company Agreement of said Surviving Entity and said Limited Liability Company Agreement shall continue in full force and effect until altered or amended as therein provided and in the manner prescribed by the Delaware Limited Liability Company Act.

5. All resolutions of the sole member of FL Cingular existing on the effective date of the merger shall continue in existence and shall be considered resolutions of the Surviving Entity.

6. On the effective date of the merger, the managers and officers of the DE Cingular shall consist of all the persons who are the managers and officers of DE Cingular before the merger becomes effective. All such managers and officers shall continue to hold office until their successors have been duly elected and qualified in accordance with the applicable law and the Limited Liability Company Agreement of DE Cingular. The name and address of the manager of DE Cingular is Cingular Wireless Management Corp., 5565 Glenridge Connector, Glenridge Two, Atlanta, GA 30342.

7. The location of the registered office of the Surviving Entity in the State of Delaware is as follows: Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware, and the name of the registered agent of the Surviving Corporation in the State of Delaware is as follows: Corporation Trust Company

8. On the effective date of the merger, all of the issued and outstanding ownership interests of FL Cingular shall be canceled and retired and no cash or securities or other property shall be issued in respect thereof, and each interest of DE Cingular issued and outstanding immediately prior to the effective date of the merger shall continue unchanged and shall continue to evidence the same percentage of interest of DE Cingular as evidenced thereby immediately prior to the merger.

9. The agreement herein made and entered into shall be submitted to the Members entitled to vote of DE Cingular and the Sole Member entitled to vote of FL Cingular for its adoption or rejection in the manner prescribed by the Delaware Limited Liability Act and the Florida Limited Liability Company Act.

10. In the event that this Agreement and Plan of Merger shall have been adopted by the members entitled to vote of DE Cingular and FL Cingular in accordance with the provisions of the Delaware Limited Liability Act and the Florida Limited Liability Company Act, DE Cingular and FL Cingular 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 Delaware and that they shall cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger.

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TALLAHASSEE, FLORIDA

11. The manager, members and the proper officers of the constituent entities 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 of Merger or of the merger herein provided for.

12. The effective date of the merger herein provided for shall be upon the close of business on the ____ day of February, 2001.

13. Notwithstanding the full approval of the Agreement and Plan of Merger upon behalf of DE Cingular and upon behalf of FL Cingular, the merger herein provided for may be abandoned by either the manager of DE Cingular or the sole member of FL Cingular at any time prior to the issuance of a Certificate of Merger by the Secretary of State of Delaware. This Agreement and Plan of Merger may be amended by the board of members and the managers of the constituent entities at any time prior to the date of filing the Certificate of Merger with the Secretary of State of Delaware, provided that an amendment made subsequent to the adoption of the Agreement and Plan of Merger by the Members of any constituent entity 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 of such constituent entity, (2) alter or change any term of the Certificate of Formation of the Surviving Entity to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement and Plan of Merger if such alteration or change would adversely affect the members of FL Cingular.

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IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by the Manager and Members of DE Cingular and the sole member of FL Cingular, have caused these presents to be executed by the authorized representatives of each party hereto as the respective act, deed and agreement of each said entity, on this ____ day of February, 2001.

CINGULAR WIRELESS LLC, a Delaware
Limited Liability Company

By: _____
Carol L. Tacker, Secretary

CINGULAR WIRELESS LLC, a Florida
Limited Liability Company

By: CINGULAR WIRELESS LLC, a Delaware
Limited Liability Company, Sole Member

By: _____
Carol L. Tacker, Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA