

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. BELLSOUTH CELLULAR NATIONAL MARKETING, LLC
(Name of foreign limited liability company)
2. GEORGIA 3. N/A
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 10/2/00 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 10/3/00
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1100 PEACHTREE STREET, SUITE 1000, ATLANTA, GA 30309
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐
9. The name and usual business addresses of the managing members or managers are as follows:

BELLSOUTH CELLULAR CORP., 1100 PEACHTREE STREET, SUITE 1000, ATLANTA, GA 30309

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: SEE ATTACHED EXHIBIT A

J. Carbonell 10/2/00
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)

JOAQUIN R. CARBONELL, VICE PRESIDENT OF BELLSOUTH CELLULAR CORP., SOLE MEMBER

Typed or printed name of signee

APPROVED
FILED
OCT 10 4 PM '00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

BELLSOUTH CELLULAR NATIONAL MARKETING, LLC

11. Nature of business or purposes to be conducted or promoted in Florida:

Any lawful business, including, but not limited to:

(a) the acquisition, development, ownership and operation of businesses engaged in the Domestic provision of mobile wireless voice and data services utilizing radio frequencies licensed by the FCC for the provision of Cellular Service, PCS Service, Wireless Data Service, Air-Ground Service, Satellite Services and Part 27 Service; and

(b) business activities customarily ancillary to the provision of any of the foregoing.

The limited liability company is authorized to transact the aforementioned activities pursuant to the provisions of Sections 14-11-201 and 14-11-202 of the Georgia Limited Liability Company Act.

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FILED
00 OCT -6 PM 12:10
SEP 25 2001
TAMM, AL.
CLERK

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BELLSOUTH CELLULAR NATIONAL MARKETING, LLC

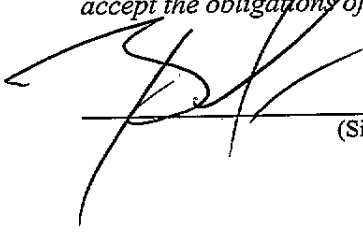
2. The name and the Florida street address of the registered agent and office are:

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

RECEIVED
TALLAHASSEE
00 OCT -4 PM 12:10
FILED

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 002770302
CONTROL NUMBER : 0043562
DATE INC/AUTH/FILED: 10/02/2000
JURISDICTION : GEORGIA
PRINT DATE : 10/03/2000
FORM NUMBER : 211

KILPATRICK STOCKTON LLP
TAMMY THOMAS
1100 PEACHTREE ST STE 2800
ATLANTA, GA 30309

CERTIFICATE OF EXISTENCE

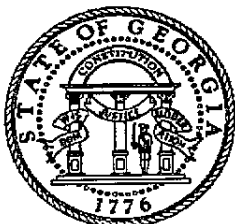
I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

BELLSOUTH CELLULAR NATIONAL MARKETING, LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox

Cathy Cox
Secretary of State

00001-4 PM12:10
FILED