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City State Zip Phone

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CORPORATION(S) NAME

AD + Wireless Asset Management, LLC

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JEFFREY D. BUTTERFIELD

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SECRETARY OF STATE

## CONSENT TO USE OF NAME


I, Diane Melvin, being a duly appointed and acting Assistant Secretary of AT&T Wireless Services, Inc., a corporation organized under the laws of the State of Delaware, with an office at 5000 Carillon Point, Kirkland, Washington 98033, do hereby certify, in support of the Application for Authority/Registration for AT&T Wireless Asset Management, LLC, the following:

1. That AT&T Wireless Services, Inc. is a subsidiary of AT&T Corp., the Member of AT&T Wireless Asset Management, LLC, and that the following corporations are either wholly owned or majority-owned subsidiaries of AT&T Wireless Services, Inc.:

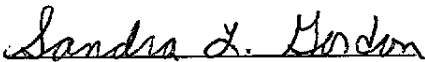
AT&T Two Way Messaging Communications, Inc.  
AT&T Wireless Data, Inc.  
AT&T Wireless Flight Operations, Inc.  
AT&T Wireless Services National Accounts, Inc.  
AT&T Wireless Services of Alaska, Inc.  
AT&T Wireless Services of Austin, Inc.  
AT&T Wireless Services of Brazil, Inc.  
AT&T Wireless Services of California, Inc.  
AT&T Wireless Services of Colorado, Inc.  
AT&T Wireless Services of Connecticut, Inc.  
AT&T Wireless Services of Florida, Inc.  
AT&T Wireless Services of Hawaii, Inc.  
AT&T Wireless Services of Hong Kong, Inc.  
AT&T Wireless Services of Idaho, Inc.  
AT&T Wireless Services of Minnesota, Inc.  
AT&T Wireless Services of Nevada, Inc.  
AT&T Wireless Services of New Jersey, Inc.  
AT&T Wireless Services of Oregon, Inc.  
AT&T Wireless Services of San Antonio, Inc.  
AT&T Wireless Services of Taiwan, Inc.  
AT&T Wireless Services of Tulsa, Inc.  
AT&T Wireless Services of Utah, Inc.  
AT&T Wireless Services of Washington, Inc.  
AT&T Wireless Services Texas LP, Inc.

2. That the above named corporations, each of whose names include "AT&T" are incorporated or qualified in various states.
3. AT&T Wireless Services, Inc. and the wholly owned or majority-owned subsidiaries listed above consent to AT&T Wireless Asset Management, LLC's use of the AT&T name in its Application for Authority/Representation.

IN WITNESS WHEREOF, the said AT&T Wireless Services, Inc. has caused this consent to be executed by its Assistant Secretary, this 23rd day of December, 1998.

By:   
Diane Melvin, Assistant Secretary

Sworn to and subscribed before  
me this 23rd day of December, 1998

  
Sandra L. Gordon  
Notary Public  
Residing in Washington



**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. AT&T Wireless Asset Management, LLC  
 (Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Delaware 3. Applied for  
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 11, 1998 5. Perpetual  
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. December 11, 1998  
 (Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 5000 Carillon Point, Kirkland, WA 98033  
 (Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

| NAME & ADDRESS:                | TITLE:         | NAME & ADDRESS: | TITLE: |
|--------------------------------|----------------|-----------------|--------|
| <u>AT&amp;T Corp.</u>          | <u>Member/</u> | _____           | _____  |
| <u>295 North Maple Ave.</u>    | <u>Manager</u> | _____           | _____  |
| <u>Basking Ridge, NJ 07920</u> |                | _____           | _____  |
| _____                          | _____          | _____           | _____  |
| _____                          | _____          | _____           | _____  |
| _____                          | _____          | _____           | _____  |
| _____                          | _____          | _____           | _____  |
| _____                          | _____          | _____           | _____  |

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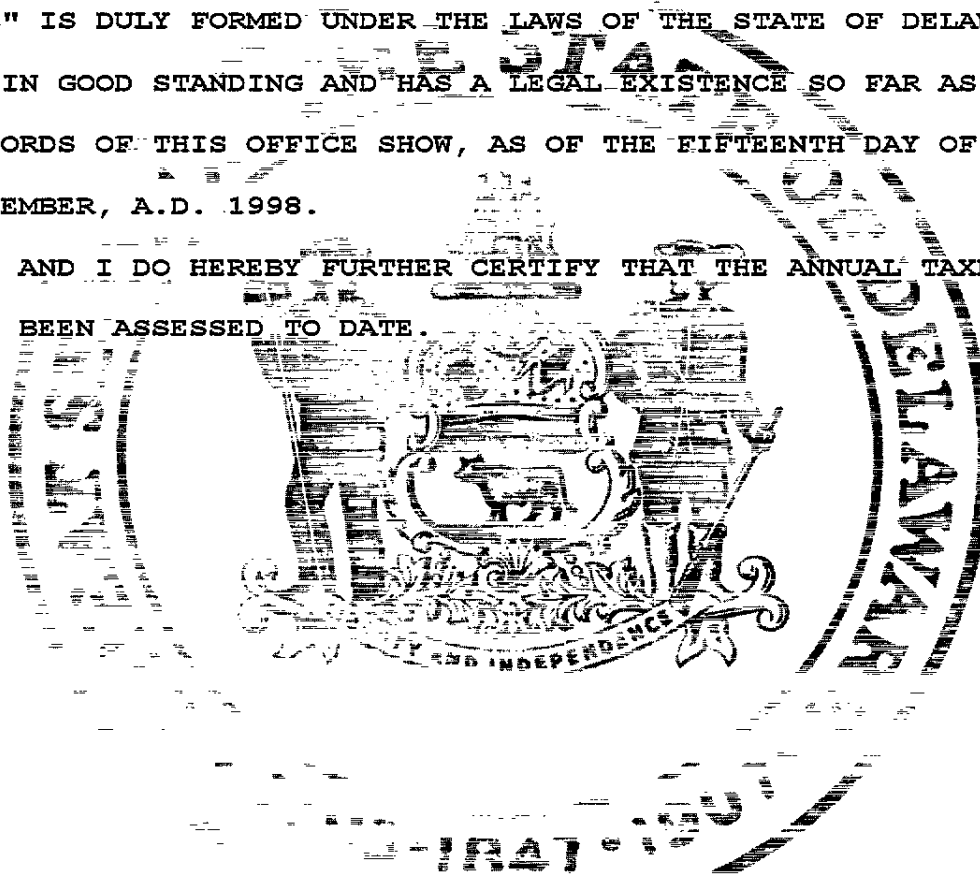
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language,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

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AT&T WIRELESS ASSET MANAGEMENT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2976669 8300

DATE:

9463836

981483356

12-15-98

**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:

AT&T Wireless Asset Management, LLC.

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

C T CORPORATION SYSTEM

(Name)

1200 South Pine Island Road

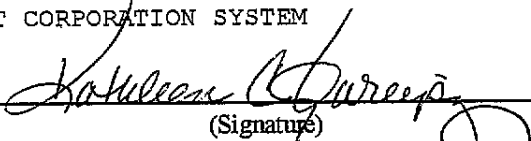
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324

(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.*

C T CORPORATION SYSTEM

  
(Signature)

Kathleen C. Gariepy, Asst. Sec.

**Filing Fee: \$ 35 for Designation of Registered Agent**


**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of \_\_\_\_\_

AT&T Wireless Asset Management, LLC certifies:

- 1) the above named limited liability company has <sup>one</sup> ~~at least two~~ members;
  
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00;
  
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 ;  
(A description of the property is attached and made a part hereto.)  
and
  
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 1,000.00 .  
(This total includes amounts from 2 and 3 above.)

AT&T Corp., Its Member/Manager

 Mark U. Thomas for

**Signature of a member or authorized representative of a member.**

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Daniel R. Hesse, Executive Vice President

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**