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P97000043078

June 2, 1997

Secretary of State  
P.O. Box 6327  
Tallahassee FL 32314

Re: NATIONS CELLULAR AND WIRELESS CORP.

Dear Sirs:

Enclosed please find Articles of Amendment and our check for \$35.00 for the required fee.

If you need any additional assistance please contact the undersigned.

Sincerely yours,

*Roger Besu*  
ROGER BESU

RB:vp

Enc.

FILED  
97 JUN -4 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT OF  
NATIONS CELLULAR CORP.

FILED  
97 JUN -4 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Certificate No. P97000043078)

1. The following provisions of the Articles of Incorporation of NATIONS CELLULAR CORP., a Florida corporation, filed in Tallahassee on May 15th, 1997, be and they hereby are amended in the following particulars:

Article I be and it hereby is amended to read as follows:

"The name of the Corporation shall be:

NATIONS CELLULAR AND WIRELESS CORP.

2. The foregoing Amendment was adopted by the Stockholders and Directors of the Corporation on the 2nd day of June 1997.

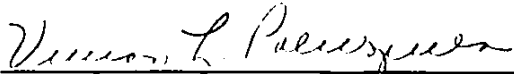
IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 2nd day of June, 1997.

  
PRESIDENT

  
SECRETARY

STATE OF FLORIDA     )  
                                      SS  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 2nd day of June, 1997 by ROGER PESO of NATIONS CELLULAR CORP., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced PERSONALLY KNOWN as identification and did take an oath.

  
VIVIAN L. PALENZUELA, NOTARY PUBLIC

My commission expires:

