

S21828

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

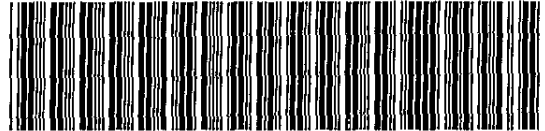
(Business Entity Name)

(Document Number)

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FILED
03 DEC 30 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/31/03

RECEIVED
03 DEC 30 AM 10:59
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 377653 4304512
AUTHORIZATION : *Patricia Piggett*
COST LIMIT : \$ 60.00

ORDER DATE : December 29, 2003

ORDER TIME : 8:36 AM

ORDER NO. : 377653-010

CUSTOMER NO: 4304512

CUSTOMER: Ms. Gina Parra
Sidley, Austin, Brown & Wood
Bank One Plaza
10 South Dearborn Street
Chicago, IL 60603

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC 30 PM 3:29

FILED

EFFECTIVE DATE
12/31/03

ARTICLES OF MERGER

Effective Date December 31, 2003.

OHIO STATE CELLULAR PHONE
COMPANY, INC.

INTO

UNITED STATES CELLULAR
OPERATING COMPANY LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan EXT. 2955

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 30, 2003

AMANDA HADDAN
CSC
TALLAHASSEE, FL

SUBJECT: OHIO STATE CELLULAR PHONE COMPANY, INC.
Ref. Number: S21828

We have received your document for OHIO STATE CELLULAR PHONE COMPANY, INC. and the authorization to debit your account in the amount of \$60.00. However, the document has not been filed and is being returned for the following:

In the PLAN OF MERGER in ARTICLE THREE, it is stated that the present managers of the surviving LLC will remain the managers after the merger. But that's not enough. The PLAN OF MERGER must identify the NAMES AND ADDRESSES of the MANAGERS or MANAGING MEMBERS of the surviving LLC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 703A00069238

FILED
03 DEC 30 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECT 12/31/03

RECEIVED
03 DEC 31 PM 3:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 377653 4304512

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 60.00

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Chicago, IL 60603

ARTICLES OF MERGER

Effective Date December 31, 2003

OHIO STATE CELLULAR PHONE
COMPANY, INC.

INTO

UNITED STATES CELLULAR
OPERATING COMPANY LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan EXT. 2955

EXAMINER'S INITIALS: _____

FILED
03 DEC 30 PM 3 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FILED
03 DEC 30 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address

Jurisdiction

Entity Type

1. Ohio State Cellular Phone Company, Inc.
c/o United States Cellular Corporation
8410 W. Bryn Mawr, Suite 700
Chicago, IL 60631

Florida

Corporation

Florida Document/Registration Number: 821828

FEI Number: 22-3140871

2. United States Cellular Operating
Company LLC
8410 W. Bryn Mawr, Suite 700
Chicago, IL 60631

Delaware

LLC

Florida Document/Registration Number: N/A

FEI Number: 36-3363349

3.

Florida Document/Registration Number:

FEI Number:

4.

Florida Document/Registration Number:

FEI Number:

(Attach additional sheet(s) if necessary)

SECOND: 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>
<u>United States Cellular Operating</u>	<u>Delaware</u>	<u>LLC</u>
<u>Company LLC</u>		
<u>8410 W. Bryn Mawr, Suite 700</u>		
<u>Chicago, IL 60631</u>		

Florida Document/Registration Number: _____ FEI Number: 36-3363349

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity 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 shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

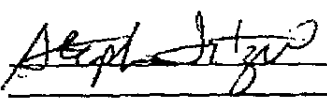
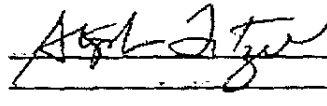
11:59 p.m. on December 31, 2003.

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
United States Cellular Operating Company LLC		By: United States Cellular Corporation, the sole member
		By: Stephen P. Fitzell Assistant Secretary
Ohio State Cellular Phone Company, Inc.		Stephen P. Fitzell Assistant Secretary

(Attach additional sheet(s) if necessary)

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member or authorized representative of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

<u>Mailing address:</u>	<u>Street Address:</u>
Division of Corporations	Division of Corporations
P.O. Box 6327	409 E. Gaines St.
Tallahassee, FL 32314	Tallahassee, FL 32399

FILING FEES:

For each Limited Partnership:	\$52.50 (If merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership:	\$25.00
All Others:	No Charge

AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** (this "Agreement") is made and entered into as of December 29, 2003 in accordance with Section 18-209 of the Delaware Limited Liability Act and Section 607.1107 of the Florida Business Corporation Act by and between Ohio State Cellular Phone Company, Inc., a Florida corporation ("Ohio State") United States Cellular Operating Company LLC, a Delaware limited liability company (the "Surviving Company").

WITNESSETH:

WHEREAS, the Surviving Company owns 100% of the issued and outstanding shares of the capital stock of Ohio State;

WHEREAS, Section 607.1107 of the Florida Business Corporation Act and Section 18-209 of the Delaware Limited Liability Company Act permit the merger of a Florida corporation into a Delaware limited liability company;

WHEREAS, the Board of Directors of the Surviving Company has declared advisable the merger of Ohio State with and into the Surviving Company (the "Merger") pursuant to the terms and conditions set forth herein; and

WHEREAS, for federal income tax purposes, it is intended that the Merger shall qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, it is agreed as follows:

ARTICLE ONE THE MERGER

Upon the terms and subject to the conditions hereinafter set forth, at the Effective Time (as defined in Article Two hereof), Ohio State shall be merged with and into the Surviving Company, the separate existence of merging shall cease, and the Surviving Corporation shall be the surviving entity.

ARTICLE TWO EFFECTIVE TIME

The Merger shall be effective on December 31, 2003 at 11:59 P.M. (such time being herein referred to as the "Effective Time").

ARTICLE THREE
ARTICLES; MANAGEMENT; OFFICERS

The certificate of formation, Board of Manager Directors and Officer Managers of the Surviving Company as in effect or holding office at the Effective Time shall constitute the certificate of formation, Board of Manager Directors and Officer Managers of the Surviving Company at or after the Effective Time, until such time as they are duly amended, replaced or removed thereafter. The names and addresses of the managers of the Surviving Company are as follows:

Director Managers:

LeRoy T. Carlson, Jr.	30 N. LaSalle Street, 40 th Floor, Chicago, IL 60602
John E. Rooney	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631

Officer Managers:

John E. Rooney, President	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
Rochelle J. Boersma, Vice President	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
Jay M. Ellison, Vice President	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
Alan D. Ferber, Vice President	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
Kevin C. Gallagher, Vice President and Secretary	30 N. LaSalle Street, 40 th Floor, Chicago, IL 60602
Hichem H. Garnaoui, Vice President	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
Leon J. Hensen, Vice President	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
Conrad J. Hunter, Vice President	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
Michael S. Irizarry, Vice President	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
George W. Irving, Vice President	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
James R. Jenkins, Vice President	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
Karen C. Johnson, Vice President	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
Karen S. Kirwan, Vice President	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
Frank A. Marino, Vice President	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
Kenneth R. Meyers, Vice President and Treasurer	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
Katherine Hust Schrank, Vice President	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
Carolyn A. Tilden, Vice President	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
Thomas S. Weber, Vice President	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
Brenda S. Weyl, Vice President	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631
Stephen P. Fitzell, Assistant Secretary	10 S. Dearborn Street, Suite 43, Chicago, IL 60603
Mark A. Krohse, Assistant Secretary and Assistant Secretary	8410 W. Bryn Mawr, Suite 700, Chicago, IL 60631

ARTICLE FOUR
CANCELLATION OF SHARES

At the Effective Time (i) each issued share of common stock of Ohio State (including any treasury shares) shall, by virtue of the Merger, automatically and without any action on the part of the holder thereof, be canceled and retired and no payment shall be made

with respect thereto; and (ii) all issued interests in the Surviving Company shall continue to remain outstanding and owned by their respective current owners.

ARTICLE FIVE EFFECT OF MERGER

The Merger shall have the effects set forth in the applicable provisions of the Florida Business Corporation Act and the Delaware Limited Liability Company Act.


ARTICLE SIX FILING OF CERTIFICATE AND ARTICLES OF MERGER

This agreement shall be executed and delivered by the duly authorized officers and representatives on behalf of Ohio State and the Surviving Company as required by law. Articles of Merger shall be executed and delivered to the Department of State of Florida and a Certificate of Merger shall be executed and delivered to the Secretary of State of Delaware for filing and recording in the manner required by law.


* * * * *

IN WITNESS WHEREOF, this Agreement is executed by the parties, acting through their duly authorized officers or representatives, as of the day and year first above written.

**OHIO STATE CELLULAR PHONE
COMPANY, INC.**

By: 
Kenneth R. Meyers
Vice President and Treasurer

**UNITED STATES CELLULAR
OPERATING COMPANY LLC**

By: 
Kenneth R. Meyers
Vice President and Treasurer

**SIGNATURE PAGE OF AGREEMENT AND PLAN OF MERGER
BETWEEN OHIO STATE CELLULAR PHONE COMPANY, INC. AND UNITED
STATES CELLULAR OPERATING COMPANY LLC**