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File Number 5844-429-4

95506226

DEPT-01 RECORDING \$33.00
T#6666 TRAN 7817 08/02/95 10:34:00
43033 LC # -95-506226
COOK COUNTY RECORDER

State of Illinois Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF WIRELESS PCS, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

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In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 31ST day of JULY A.D. 19 95 and of the Independence of the United States the two hundred and 20TH.



George H Ryan 33 BMT
Secretary of State

C-212.1

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Form **BCA-13.15**
(Rev. Jan. 1995)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

George H. Ryan
Secretary of State
Department of Business Services

This space for use by Secretary of State

FILED

This space for use by
Secretary of State

Date 7/31/95
License Fee \$
Franchise Tax \$ 25-
Filing Fee \$ 75-
Penalties \$
Approved: ✓ 100-

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

JUL 31 1995
GEORGE H. RYAN
SECRETARY OF STATE

1. (a) CORPORATE NAME: WIRELESS PCS, INC.
(Complete item (b) only if the corporate name is not available in this state.)
(b) ASSUMED CORPORATE NAME: _____
By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: DELAWARE
(b) Date of Incorporation: 5-23-95
(c) Period of Duration: PERPETUAL

3. (a) Address of the principal office, wherever located: 5400 CARILLON POINT
KIRKLAND WA 98033
(b) Address of principal office in Illinois: NONE
(If none, so state)

4. Name and address of the registered agent and registered office in Illinois.
EXPEDITED THE PRENTICE-HALL CORPORATION SYSTEM, INC.
First Name Middle Name Last Name
Registered Office 33 NORTH LASALLE STREET
Number Street Suite #
SECRETARY OF STATE CHICAGO IL 60602 COOK
City Zip Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President	<u>PLEASE SEE ATTACHED LIST</u>			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

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7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

PCS COMMUNICATIONS

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
COMMON	—	1.00	50,000	200

9. Paid-in Capital: \$ 2,000
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ NONE
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ NONE
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 5,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 500

11. Interrogatories: (Important - this section must be completed.)

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 5400 CARILLON POINT KIRKLAND WA 98033
- (b) Number of shares of all classes owned by residents of Illinois: NONE
- (c) Number of shares of all classes owned by non-residents of Illinois: 200
- (d) Is the corporation transacting business in this state at this time? NO
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated JUNE 6, 1995 WIRELESS PCS, INC.
(Exact Name of Corporation)

attested by Lynn Hoeffener Thomsen by John D. Thompson
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

LYNN HOEFENER THOMSEN ASST. SEC'Y JOHN D. THOMPSON
(Type or Print Name and Title) (Type or Print Name and Title)

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- PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.
- When the response to #11(a) list ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

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OFFICERS AND DIRECTORS
OF
McCAW CELLULAR COMMUNICATIONS, INC.
SUBSIDIARIES

Title	Name	Address
Vice Chairman of the Board and Secretary	Wayne M. Perry	5400 Carillon Point Kirkland, Washington 98033
President and Chief Executive Officer	Steven W. Hooper	5400 Carillon Point Kirkland, Washington 98033
Executive Vice President	Tom A. Alberg	5400 Carillon Point Kirkland, Washington 98033
Executive Vice President - International Affairs	Mark R. Hamilton	5400 Carillon Point Kirkland, Washington 98033
Executive Vice President - Chief Technology Officer	Nicolas Kausser ¹	5400 Carillon Point Kirkland, Washington 98033
Sr. Vice President - Acquisitions and Development and Assistant Secretary	Scott I. Anderson	5400 Carillon Point Kirkland, Washington 98033
Sr. Vice President - Cellular Operations	Richard Begert	10210 NE Point Dr., Ste 400 Kirkland, Washington 98034
Sr. Vice President - Marketing and Sales	Richard G. Bryan	10210 NE Point Drive Kirkland, Washington 98033
Sr. Vice President - Treasurer	Donald Guthrie	5400 Carillon Point Kirkland, Washington 98033
Sr. Vice President- Chief Financial Officer	Rolla P. Huff	5400 Carillon Point Kirkland, Washington 98033
Sr. Vice President - General Counsel	Roberta R. Katz	5400 Carillon Point Kirkland, Washington 98033
Sr. Vice President - People Development	Kerry B. Larson	5400 Carillon Point Kirkland, Washington 98033

4/17/95

¹ Officer of McCaw Cellular Communications, Inc. only

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Title	Name	Address
Sr. Vice President - Controller	Jeffrey C. Lyman	5400 Carillon Point Kirkland, Washington 98033
Sr. Vice President - Chief Scientist	Robert G. Mechaley, Jr.	5400 Carillon Point Kirkland, Washington 98033
Sr. Vice President - External Affairs and Assistant Secretary	Scott K. Morris	5400 Carillon Point Kirkland, Washington 98033
Sr. Vice President - Cellular Operations	William B. Oberlink	250 So. Australian Ave., 8th Fl. West Palm Beach, Florida 33401
Sr. Vice President - Assistant Secretary	Andrew A. Quartner	1150 Connecticut Ave., 4th Fl 400 Washington, D.C. 20036
Sr. Vice President - Corporate Communications	Robert A. Duffliffe	5400 Carillon Point Kirkland, Washington 98033
Sr. Vice President - Assistant Treasurer	John D. Thompson	5400 Carillon Point Kirkland, Washington 98033
Sr. Vice President - Cellular Operations	Maggie Wilderotter	1750 Howe Avenue, 3rd Fl. Sacramento, California 95825
Vice President - Messaging	Rick C. Applegate	10210 NE Point Drive, Ste 400 Kirkland, Washington 98033
Vice President - Cellular Operations	Calvin J. Cannon	5400 Carillon Point Kirkland, Washington 98033
Vice President - Network Operations	Douglas L. Carter	5400 Carillon Point Kirkland, Washington 98033
Vice President - External Affairs	John F. Donohue	5400 Carillon Point Kirkland, Washington 98033
Vice President - People Development	Mark P. Fanning	5400 Carillon Point Kirkland, Washington 98033
Vice President - Internal Audit	Vahe Gabriel	5400 Carillon Point Kirkland, Washington 98033

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10/10/10

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Title	Name	Address
Vice President - Law and Assistant Secretary	Steven P. Goldman	5400 Carillon Point Kirkland, Washington 98033
Vice President - International Affairs	Brad Horwitz	5400 Carillon Point Kirkland, Washington 98033
Vice President - National Retail Operations	David A. Juliano	222 Delaware Ave., 7th Fl. Wilmington, Delaware 19801
Vice President - Customer Care	Patrick H. Leach	5400 Carillon Point Kirkland, Washington 98033
Vice President - External Affairs	Kurt C. Maass	5400 Carillon Point Kirkland, Washington 98033
Vice President - Marketing	Helen A. Manich	5400 Carillon Point Kirkland, Washington 98033
Vice President - and Assistant Secretary	Jennifer G. Marsh	5400 Carillon Point Kirkland, Washington 98033
Vice President - External Affairs and Assistant Secretary	Cathleen A. Massery	1150 Connecticut Ave., 4th Fl. Washington, D.C. 20036
Vice President - Engineering	Roderick Nelson	5400 Carillon Point Kirkland, Washington 98033
Vice President - External Affairs	Marsha D. Olch	5400 Carillon Point Kirkland, Washington 98033
Vice President - Information Systems	Ingvar J. Petursson	3933 Lk. Washington Blvd. Kirkland, Washington 98033
Vice President - Cellular Operation	Patricia Prozzi	2630 Liberty Court, #105 Pittsburgh, Pennsylvania 15222
Vice President - Marketing	Neve R. Savage	5400 Carillon Point Kirkland, Washington 98033
Vice President - Wireless Data	Kendra A. VanderMeulen	10230 NE Point Drive Kirkland, Washington 98033

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Title	Name	Address
Vice President - Network Services	Michael Verstegen	5400 Carillon Point Kirkland, Washington 98033
Vice President - National Account Services	Garry L. Welch	5400 Carillon Point Kirkland, Washington 98033
Assistant Vice President Risk Management	Lori M. Jorgensen	5400 Carillon Point Kirkland, Washington 98033
Assistant Vice President	Julie A. Taylor	5400 Carillon Point Kirkland, Washington 98033
Assistant Secretary	Douglas I Brandon	1150 Connecticut Ave., 4th Fl. Washington, D.C. 20036
Assistant Secretary	Candy A. Castle	5400 Carillon Point Kirkland, Washington 98033
Assistant Secretary	William H. Higgins	250 So. Australian Ave., 8th Fl. West Palm Beach, Florida 33401
Assistant Secretary	Lynn Hoefener-Thomsen	5400 Carillon Point Kirkland, Washington 98033
Assistant Secretary	J. Walter Hyer III	1750 Howe Avenue, 3rd Fl. Sacramento, California 95825
Assistant Secretary	Carrie L. Schnelker	10210 NE Point Drive Kirkland, Washington 98033
Directors	Steven W. Hooper	5400 Carillon Point Kirkland, Washington 98033
	Wayne M. Perry	5400 Carillon Point Kirkland, Washington 98033
	Andrew A. Quartner	1150 Connecticut Ave., 4th Fl. Washington, D.C. 20036

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