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File Number

5885-349-6

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DEPT-01 RECORDING \$33.00
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 COOK COUNTY RECORDER

State of Illinois
 Office of
 The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANACT
 BUSINESS IN THIS STATE OF

TSR PAGING INC.

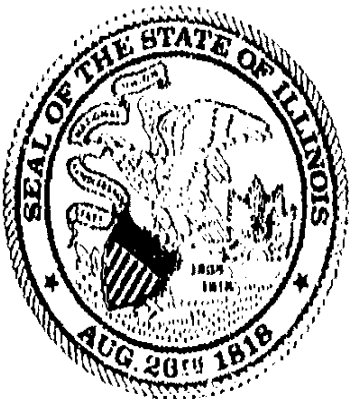
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
 IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
 CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

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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.

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 7TH
 day of MAY A.D. 19 96 and of
 the Independence of the United States the two
 hundred and 20TH



George H Ryan

Secretary of State

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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
Springfield, IL 62756
Telephone (217) 732-1834

This space for use by Secretary of State

FILED

MAY 7 1996

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date 5/7/96
 License Fee \$ _____
 Franchise Tax \$ 25.00
 Filing Fee \$ 15.00
 Penalties \$ _____
 Approved: [Signature] \$ 100.00

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

1. (a) CORPORATE NAME: TSR Paging Inc.
(Complete Item 1 (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: January 9, 1987
(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 400 Kalby Street, 15th Floor
Fort Lee, New Jersey 07024
(b) Address of principal office in Illinois: (If none, so state)
None available

4. Name and address of the registered agent and registered office in Illinois:
C T CORPORATION SYSTEM

EXPEDITED

MAY 07 1996

SECRETARY OF STATE

First Name	Middle Name	Last Name
Registered Office	c/o C T CORPORATION SYSTEM, 208 S. LaSalle Street	
Number	Street	Suite #
Chicago	60604	Cook
City	Zip Code	County

5. States and countries to which it is admitted or qualified to transact business: (Include state of incorporation)
Delaware, Arizona, California, Connecticut, Maine, Maryland, Massachusetts, Nevada, New Hampshire, New Jersey, New Mexico, New York, Pennsylvania, Rhode Island, Virginia, and Washington D.C.

6. Names and residential addresses of officers and directors: See Schedule A

Name	No. & Street	City	State	Zip
President				
Secretary				
Director				
Director				
Director				

If more than 3, attach list

BOX 170

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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.)

See Rider A

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
One Class of		\$1.00 par value	2,000 Shares	1,000 Shares
Common Stock				

9. Paid-in Capital: \$ 1,000
(*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: \$ 45,000,000.00
- (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: \$ 1,000,000.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 91,000,000.00
- (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: \$ 2,000,000.00

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

- 400 Kelby Street
15th Floor
Fort Lee, NJ 07614
- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 400 Kelby Street
(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: 1,000 Shares
(d) Is the corporation transacting business in this state at the 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 the last ninety (90) days, by the proper officer of the state or country where in 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 April 11, 1976
attested by [Signature] by [Signature]
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
Paul S. [Name] [Name]
(Type of Print Name and Title) (Type of Print Name and Title)

* 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) lists 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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Schedule A

Name	Title	Residential Address
William P. Collatos	Director	227 Temple Street Newton, MA 02165
Leonard P. DiSavino	Director	319 Milwood Road Chappaqua, NY 10514
Stephen J. Gaal	Director	61 Mount Vernon St. Boston, MA 02108
Roger H. Kimmel	Director	362 Woodlands Road Harrison, NY 10528
Mitchell Sacks	Director	419 Douglas Street Englewood, NJ 07631
Phil Sacks	Director	14 Old Quarry Road Englewood, NJ 07631
Kenneth T. Schiciano	Director	65 Beverly Road Wellesley, MA 02181
Leonard P. DiSavino	President	319 Milwood Road Chappaqua, NY 10514
Mitchell Sacks	Vice President	419 Douglas Street Englewood, NJ 07631
Phil Sacks	Secretary	14 Old Quarry Road Englewood, NJ 07631

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RIDER A

The nature of the business and of the purposes to be conducted and promoted by TSR Paging Inc. are as follows:

To purchase, lease, exchange, or otherwise acquire real estate and property, either improved or unimproved, and any interest therein, to own, hold, control, maintain, manage, and develop the same; to erect, construct, maintain, rebuild, enlarge, alter, manage, operate and control all kinds of buildings, houses, hotels, apartments, stores, warehouses, mills, shops, factories, machinery, and plants, and all structures and erections of any description on any lands owned, held or leased by the Corporation, or upon any other lands; to lease or sublet offices, stores, apartments, and other space in such building or buildings, and to sell, lease, mortgage, create a security interest in, exchange, assign, transfer, convey, pledge, or otherwise alienate or dispose of any such real estate and property, and any interest herein.

To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of shares, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, or securities; to issue its own shares, bonds, notes, debentures or other evidences of indebtedness and obligations and securities, for the acquisition of any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts purchased or acquired by it; and while the owner or holder of any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts, to exercise all the rights of ownership in respect thereof; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty, or otherwise, those issuing, creating, or responsible for any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts.

To purchase or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in, and dispose of mortgages covering any kind of property tax liens and transfers of tax liens on real estate.

To purchase or otherwise acquire, undertake, carry on, improve, or develop, all of any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Corporation is authorized to carry on, pursuant to the provisions of the certificate; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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To acquire or become interested in, whether by subscription, purchase, underwriting, loan, participation in syndicates or otherwise, to own, hold, sell, assign or otherwise dispose of, or in any manner to deal in or with stocks, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness, or other securities or obligations of any kind of whomsoever issued, to exercise in respect thereof all powers and privileges of individual ownership of interest therein, including, the right to vote thereon for any and all purposes; to consent, or otherwise act with respect thereto, without limitations; and to issue in exchange therefor the corporation's stock, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness or other securities or obligations of any kind.

To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property, or for any purpose relating to the business of the company, and, if deemed proper, to secure the payment of any such obligations by mortgage, pledge, guarantee, deed or trust or otherwise.

To lend its uninvested funds from time to time to such extent, on such terms and on such security, if any, as the Board of Directors of the corporation may determine.

In furtherance of its corporate business and subject to the limitations prescribed by statute, to be a promoter, partner, member, associate or manager of other business enterprises or ventures, or to the extent permitted in any other jurisdiction to be an incorporator of other corporations of any type or kind and to organize, or in any way participate in the organization, reorganization, merger or liquidation of any corporation, association or venture and the management thereof.

Subject to the limitations prescribed by statute and in furtherance of its corporate business, to pay pensions, establish and carry out pension, profit sharing, share bonus, share purchase, share option, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees.

To conduct its business in all or any of its branches, so far as permitted by law,

and to hold, possess, purchase, lease, mortgage and convey real and personal property and to maintain offices and agencies

To carry out all or any part of the foregoing purposes as principal, factor, agent, broker, contractor or otherwise either alone or in conjunction with any persons, firms, associations, corporations or others in any part of the world; and in carrying on its business for the purpose of attaining or furthering any of its purposes, to make and perform contracts

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of any kind and description, and to do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

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BOX 170

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