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ACCOUNT NO. : 072100000032  
REFERENCE : 706443 86901V  
AUTHORIZATION : Patricia Payne  
COST LIMIT : \$ 70.00

ORDER DATE : October 11, 1995

ORDER TIME : 10:54 AM

ORDER NO. : 706443

CUSTOMER NO: 86901V

800001607088

CUSTOMER: Ms. Marlene Ryan  
Prentice Hall Legal &  
5670 Wilshire Blvd.  
Suite 750  
Los Angeles, CA 90036

FOREIGN FILINGS

NAME: AIRTOUCH PCS HOLDING, INC.

XX PROFIT        CORPORATE  
       NON-PROFIT        LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

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mtm

## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:**

1. AirTouch PCS Holding, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware  
(State or country under the law of which it is incorporated)

3. Applied for  
(FEI number, if applicable)

4. May 30, 1995  
(Date of Incorporation)

5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")

6. August 1, 1995  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 2999 Oak Rd., MS 1025  
Walnut Creek, CA 94596  
(Current mailing address)

8. Corporation is acting as general partner to PCS Nucleus, L.P. which is general partner to PCS PrimeCo, L.P.. PCS PrimeCo is registering as foreign limited partnership  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) to provide personal cellular service.

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301  
(Zip Code)

10. **Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

The Prentice-Hall Corporation System, Inc.

By: Marlene Ryan Asst. Secy  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Please see attached list

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Please see attached list

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *[Signature]*

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kristina Veaco, Assistant Secretary

(Typed or printed name and capacity of person signing application)

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**AIRTOUCH PCS HOLDING, INC.**  
**Officers and Directors**

**Officers**

Name  
Sam Ginn

Title  
President

Address  
One California Street  
San Francisco, CA 94111

Mohan S. Gyani

Vice President, Treasurer,  
and Chief Financial Officer

One California Street  
San Francisco, CA 94111

Walter J. Sleeth

Secretary

One California Street  
San Francisco, CA 94111

Kristina Veaco

Assistant Secretary

One California Street  
San Francisco, CA 94111

Martin Sooper

Assistant Treasurer

One California Street  
San Francisco, CA 94111

**Directors**

Name  
Sam Ginn

Address  
One California Street  
San Francisco, CA 94111

C. Lee Cox

2999 Oak Road  
Walnut Creed, CA 94596

Arun Sarin

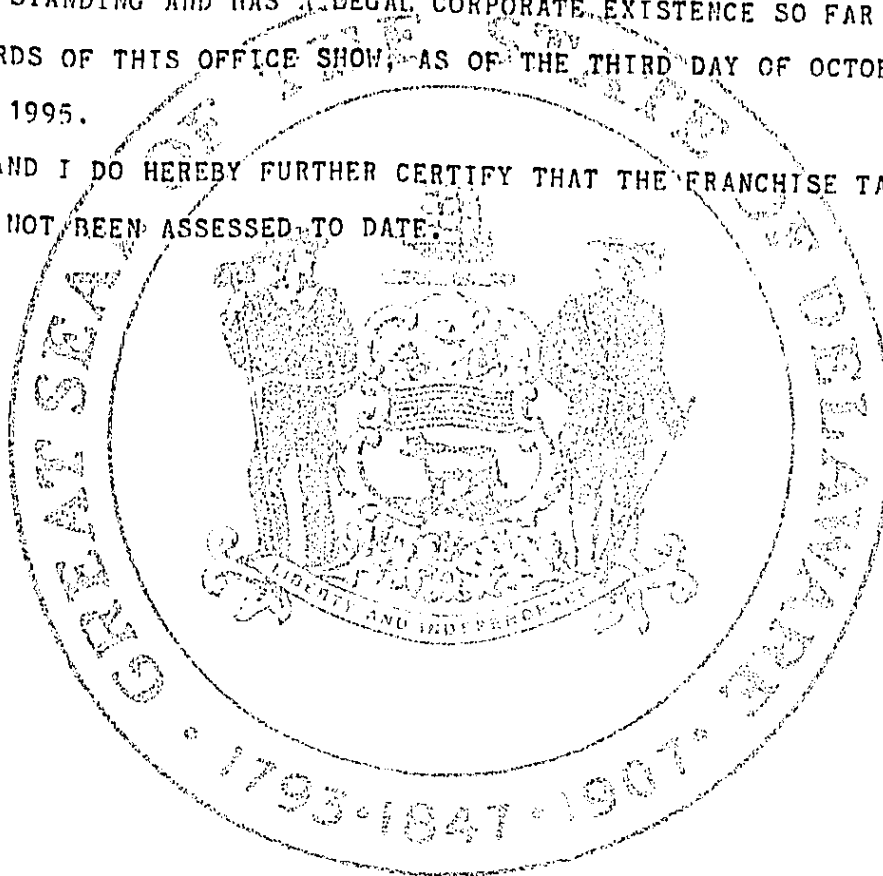
One California Street  
San Francisco, CA 94111

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIRTOUCH PCS HOLDING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF OCTOBER, A.D. 1995.

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



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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7662995

DATE: 10-03-95