

F95000004930

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04/15/05--01013--010    \*\*35.00

FILED  
05 MAY 16 PM 3:43  
SECURITY DIVISION  
FEDERAL BUREAU OF INVESTIGATION

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** AirTouch PCS Holding, Inc.  
(Name of corporation)

**DOCUMENT NUMBER:** F95000004930

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Betsy Peterson  
(Name of person)

Vodafone Americas Inc.  
(Name of firm/company)

2999 Oak Road, 10th Floor  
(Address)

Walnut Creek, CA 94597  
(City/state and zip code)

For further information concerning this matter, please call:

Betsy Peterson at ( 925 ) 210-2943  
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee       \$43.75 Filing Fee & Certificate of Status       \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)       \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

April 21, 2005

BETSY PETERSON  
VODAFONE AMERICAS INC.  
2999 OAK ROAD, 10TH FLOOR  
WALNUT CREEK, CA 94597

SUBJECT: AIRTOUCH PCS HOLDING, INC.  
Ref. Number: F95000004930

We have received your document for AIRTOUCH PCS HOLDING, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6905.

Thelma Lewis  
Document Specialist Supervisor

Letter Number: 605A00027402

5-11-05-

*Please see attached*

RECEIVED  
05 MAY 16 AM 9:35  
DIVISION OF CORPORATIONS

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F95000004930  
(Document number of corporation (if known))

FILED  
05 MAY 16 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. AirTouch PCS Holding, Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Delaware (Incorporated under laws of)      3. October 11, 1995 (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 20, 2005
5. Vodafone Holdings Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

Melissa Kennedy  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Melissa Kennedy  
(Typed or printed name of person signing)

3/23/05  
(Date)

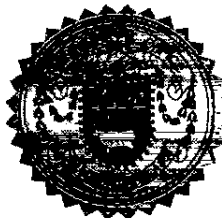
Secretary  
(Title of person signing)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AIRTOUCH PCS HOLDING, INC.", CHANGING ITS NAME FROM "AIRTOUCH PCS HOLDING, INC." TO "VODAFONE HOLDINGS INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JANUARY, A.D. 2005, AT 5:12 O'CLOCK P.M.



2511002 8100

050338564

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3840039

DATE: 04-27-05

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
AIRTOUCH PCS HOLDING, INC.

AIRTOUCH PCS HOLDING, INC., a corporation organized and existing under and by virtue of the general corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST. That the Board of Directors of said corporation, at a meeting duly convened and held, adopted the following resolution:

RESOLVED, that the Board of Directors hereby declares it advisable and in the best interest of the Company that Article FIRST of the Certificate of Incorporation be amended to read as follows:

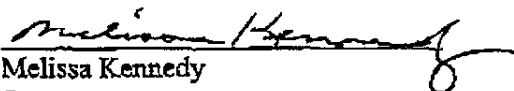
FIRST: The name of the corporation is:

Vodafone Holdings Inc.

SECOND. That the said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Melissa Kennedy, this 19<sup>th</sup> day of January A. D. 2005.

  
Melissa Kennedy  
Secretary