

1301 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-XXXX FAX

000-342-0086

F96000002937

CSC networks
PREMIER
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 983613 4321510

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 11, 1996

ORDER TIME : 9:58 AM

ORDER NO. : 983613

CUSTOMER NO: 4321510

CUSTOMER: Ms. Divina Jones
Pacific Telesis Group
130 Kearny Street
Room 3671
San Francisco, CA 94108

900001858829
-06/12/96--01052--014
****122.50 ****122.50

FOREIGN FILINGS

NAME: PACIFIC BELL MOBILE SERVICES,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XXX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 12 PM 1:14

RGK

RECEIVED
96 JUN 12 AM 11:07
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. Pacific Bell Mobile Services, 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. California 3. 94-3201594
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/21/94 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 4420 Rosewood Dr., 4th Fl., Bldg. 2
Pleasanton, CA 94588
(Current mailing address)
8. Wireless services geared to the business and consumer markets.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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DIVISION OF CORPORATIONS
JUN 12 PM 1:14

9. Name and street address of Florida registered agent:

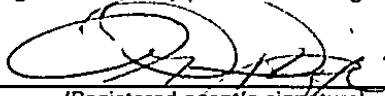
Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street,

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.

By: 
(Registered agent's signature)
A.P. Polizzi, Assistant Vice President

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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: L. R. Daniels

Address: 4420 Rosewood Dr., 4th Fl., Bldg. 2

Pleasanton, CA 94588

Director
~~Vice Chairman~~: W. E. Downing

Address: 130 Kearny St., 37th Fl.

San Francisco, CA 94108

Director: M. J. Fitzpatrick

Address: 130 Kearny St., 37th Fl., San Francisco, CA 94108

Director: P. J. Quigley

Address: 130 Kearny St., 37th Fl.

San Francisco, CA 94108

B. OFFICERS

President: L. R. Daniels

Address: 4420 Rosewood Dr., 4th Fl., Bldg. 2

Pleasanton, CA 94588

Vice President: T. E. Valeski

Address: 4420 Rosewood Dr., 4th Fl., Bldg. 2

Pleasanton, CA 94588

Secretary: J. P. Tuthill (Vice President, General Counsel & Secretary)

Address: 4420 Rosewood Dr., 4th Fl., Bldg. 2

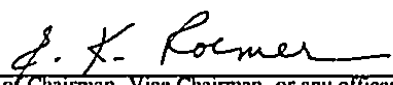
Pleasanton, CA 94588

Treasurer: L. T. Barnes, Jr.

Address: 130 Kearny St., 29th Fl.

San Francisco, CA 94108

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. E. K. Roemer, Assistant Secretary
(Typed or printed name and capacity of person signing application)

PACIFIC BELL MOBILE SERVICES

**ADDENDUM TO APPLICATION BY FOREIGN
CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

12.B. (Additional List of Officers):

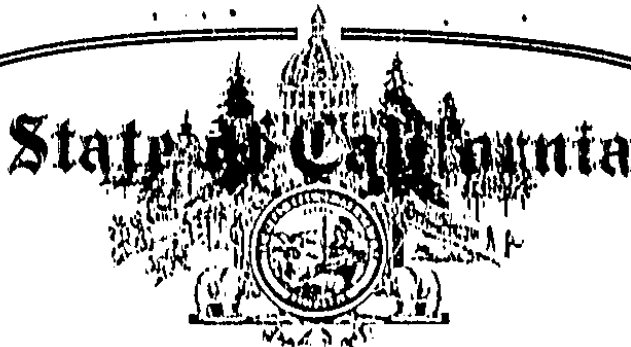
K. E. Elmer
Executive Director of Finance
4420 Rosewood Dr., 4th Fl., Bldg. 2
Pleasanton, CA 94588

E. K. Roemer
Assistant Secretary
130 Kearny St., Ste. 3609
San Francisco, CA 94108

R. F. Balaporia
Assistant Treasurer
130 Kearny St., 29th Fl.
San Francisco, CA 94108

M. H. Mochizuki
Assistant Treasurer
130 Kearny St., 29th Fl.
San Francisco, CA 94108

M. B. Washington
Assistant Treasurer
130 Kearny St., 29th Fl.
San Francisco, CA 94108



SECRETARY OF STATE

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 12 PM 1:14

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 21st day of April, 19 94

PACIFIC BELL MOBILE SERVICES

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

June 6, 1996



Secretary of State