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ACCOUNT NO. : 072100000032
REFERENCE : 737669 4348158
AUTHORIZATION :
COST LIMIT : *Patuucca Pizats* 70.00

ORDER DATE : March 11, 1998
ORDER TIME : 9:05 AM
ORDER NO. : 737669-085
CUSTOMER NO: 4348158

000002457640--7

CUSTOMER: Ms. Sheila Kight
Pagemart, Inc.
3333 Lee Parkway, Lb33
Rkway
Dallas, TX 75219

FOREIGN FILINGS

NAME: PAGEMART WIRELESS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Daniel W Leggett

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 MAR 16 AM 11:46
 mtm
 3/16
 RECEIVED
 98 MAR 16 AM 10:43
 DIVISION OF CORPORATION

**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. PAGEMART WIRELESS, 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 3. 75-2575229
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11-29-94 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 3333 LEE PARKWAY, SUITE 100,
DALLAS, TEXAS 75219
(Current mailing address)

8. PAGER SALES AND SERVICE.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: Corporation Service Company

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.

Karen B. Ryan
(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

Treasurer: _____

Address: _____

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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. Clay Myers, Vice President
(Typed or printed name and capacity of person signing application)

PAGEMART WIRELESS, INC.
BOARD OF DIRECTORS
Federal ID Number 75-2575229

Arthur Patterson
Accel Partners
One Embarcadero Ctr Suite 3820
San Francisco, CA 94111

Leigh Abramson
Morgan Stanley & Co Inc
1251 Ave of the Americas
New York, NY 10020

Pamela D.A. Reeve
Lightbridge Inc.
281 Winter St.
Waltham, MA 02154

Guy de Chazal
Morgan Stanley & Co Inc
1251 Ave of the Americas
New York, NY 10708

Frank Sica
Morgan Stanley & Co Inc
1251 Ave of the Americas
Bronxville, NY 10024

John D. Beletic
PageMart Wireless, Inc
3333 Lee Parkway Suite 100
Dallas, TX 75219

Ing. Alejandro Perez Elizondo
Pulsar Internacional, S.A. de C.V.
Av. Roble No. 300. Mezzanine
Edifino Torra Alta
Garza Garcia, N.L.
Mexico C.P. 66265

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PAGEMART WIRELESS, INC. SECRETARY OF STATE
EXECUTIVE OFFICERS DIVISION OF CORPORATIONS
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NAME	TITLE	ADDRESS
John Baletic	Chairman of the Board & CEO	3333 Lee Parkway Suite 100, Dallas, TX 75219
Ross Buckenham	President	3333 Lee Parkway Suite 100, Dallas, TX 75219
Douglas Kramp	Exec VP-Strategic Business Units	3333 Lee Parkway Suite 100, Dallas, TX 75219
Douglas Glenn	Exec VP-Strategic Alliances Business Unit	3333 Lee Parkway Suite 100, Dallas, TX 75219
Sandra Neal	Executive VP-Administration	3333 Lee Parkway Suite 100, Dallas, TX 75219
Fred Anderson	VP-General Counsel & Secretary	3333 Lee Parkway Suite 100, Dallas, TX 75219
Todd Bergwall	VP-Law and Assistant General Counsel	3333 Lee Parkway Suite 100, Dallas, TX 75219
Allan D. Angus	VP-Technology	3333 Lee Parkway Suite 100, Dallas, TX 75219
Bo Bernard	VP-Market Strategic Business Unit	3333 Lee Parkway Suite 100, Dallas, TX 75219
Stephen Hansberry	VP-Information Systems	3333 Lee Parkway Suite 100, Dallas, TX 75219
Jack Hanson	VP-Network Operations	3333 Lee Parkway Suite 100, Dallas, TX 75219
Frances Hopkins	VP-Customer Operations	3333 Lee Parkway Suite 100, Dallas, TX 75219
Thomas Keys	VP-Customer Advocacy	3333 Lee Parkway Suite 100, Dallas, TX 75219
Brad Kinzbach	VP-Market Development	3333 Lee Parkway Suite 100, Dallas, TX 75219
Clay Myers	VP-Inventoy and Distribution	3333 Lee Parkway Suite 100, Dallas, TX 75219
Richard Nelson	VP-Finance & CFO/Treasurer	3333 Lee Parkway Suite 100, Dallas, TX 75219
Wayne Stargardt	VP-International	3333 Lee Parkway Suite 100, Dallas, TX 75219
Paul Turner	VP-Marketing	3333 Lee Parkway Suite 100, Dallas, TX 75219
	VP-Customer Service	3333 Lee Parkway Suite 100, Dallas, TX 75219

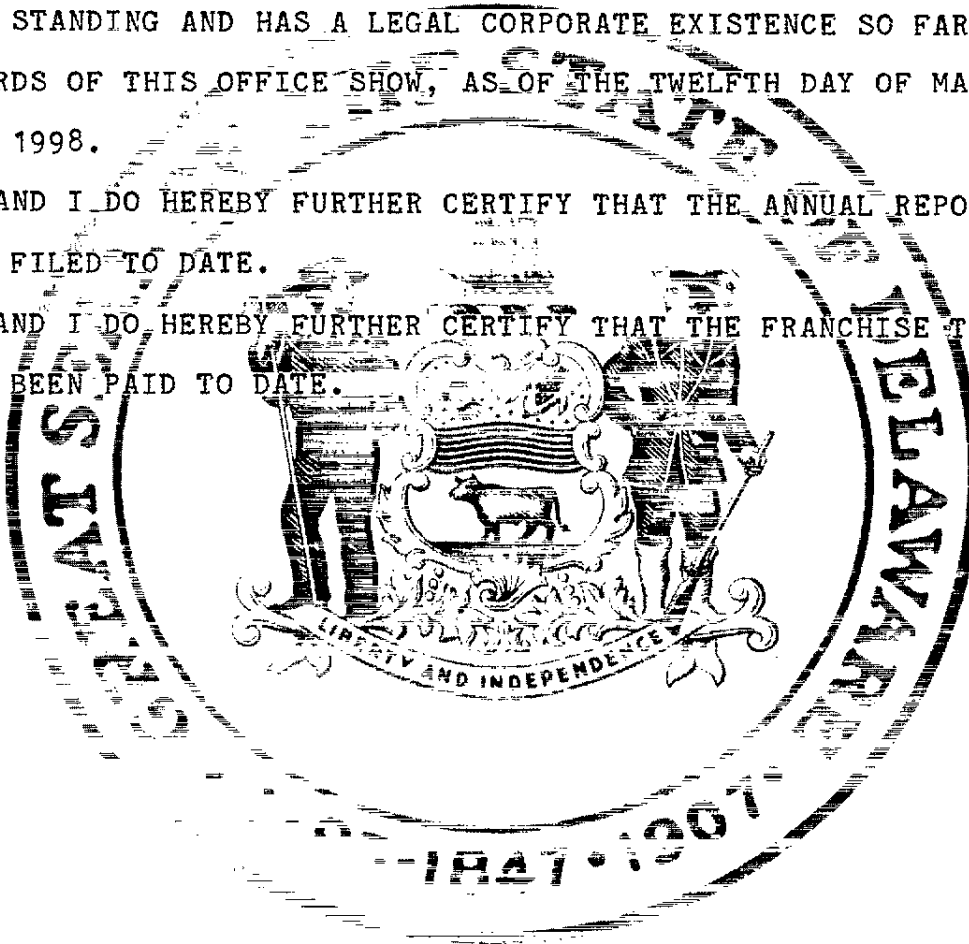
State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAGEMART WIRELESS, 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 TWELFTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8968585

DATE: 03-12-98