

License fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION

BUSINESS CORPORATION

Corp. I.D. #

94718

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

NEXTEL COMMUNICATIONS OF THE
MID-ATLANTIC, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is NEXTEL COMMUNICATIONS OF
THE MID-ATLANTIC, INC.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island)

THIRD: It is incorporated under the laws of DELAWARE

FOURTH: The date of its incorporation is November 6, 1989 and the period
of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is
incorporated is 1505 Farm Credit Dr., McLEAN, VA 22180

SIXTH: The address of its proposed registered office in Rhode Island is Suite 900,
170 Westminster Street
Providence, Rhode Island 02903 and the name of its proposed registered agent in
Rhode Island at that address is Corporation Service Company

Corporation Service Company

By: Cecilia K. Dyer
Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business
in Rhode Island are specialized mobile radio communication services

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EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE EXHIBIT A	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
100	Common	—	\$.01

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
100	Common	—	\$.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 200,290.858.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 32,786.06

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 29,400.598.06

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode island during such year is \$ 396,000.06

FIFTEENTH: This application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

EXHIBIT A

NEXTEL COMMUNICATIONS OF THE MID-ATLANTIC, INC. -- OFFICERS & DIRECTORS

Name	Title	Address
Daniel F. Akerson	Chief Executive Officer & Director	1505 Farm Credit Dr. McLean, VA 22102
Timothy Donahue	President & Chief Operating Officer	1505 Farm Credit Dr. McLean, VA 22102
Morgan E. O'Brien	Executive Vice President & Director	1505 Farm Credit Dr. McLean, VA 22102
Thomas J. Sidman	Vice President & General Counsel	1505 Farm Credit Dr. McLean, VA 22102
Barry West	Senior Vice President & Chief Technology Officer	1505 Farm Credit Dr. McLean, VA 22102
Steven M. Shindler	Senior Vice President & CFO	1505 Farm Credit Dr. McLean, VA 22102
Thomas Kelley	Vice President, Marketing	1505 Farm Credit Dr. McLean, VA 22102
John Willmonth	Vice President	1505 Farm Credit Dr. McLean, VA 22102
Thomas D. Hickey	Assistant Secretary & Assistant General Counsel	1505 Farm Credit Dr. McLean, VA 22102
Michael Carper	Assistant Secretary & Assistant General Counsel	1505 Farm Credit Dr. McLean, VA 22102
A. J. Long	Treasurer	1505 Farm Credit Dr. McLean, VA 22102
Lisa Zappala	Secretary	201 Route 17 North Rutherford, NJ 07070

Dated December 3, 1996

NEXTEL COMMUNICATIONS OF THE
MID-ATLANTIC, INC.

[Exact Corporate Name of corporation Making Application]

By Thomas J. Sidman
Thomas J. Sidman Its Vice President
and Thomas D. Hickey
Thomas D. Hickey Its Assistant Secretary

Commonwealth
OF Virginia }
COUNTY OF Fairfax } Sc.

AT McLean in said County on the 3rd day
of December 19 96, before me personally appeared Thomas J. Sidman
and Thomas D. Hickey, who being by me first duly sworn, declared that
~~they are~~ they are the Vice President & Asst. Secretary of NexTel Communications of the Mid-Atlantic, Inc.
that ~~these~~ they signed the foregoing document as such officers of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Ried R. Zulage
Ried R. Zulage Notary Public

My commission expires July 31, 2000

My commission expires July 31, 2000

FILED

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By J. L. Lantz
0172282

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "NEXTEL COMMUNICATIONS OF THE MID-ATLANTIC, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF FEBRUARY, A.D. 1997, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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971119141

AUTHENTICATION: 8419496
DATE: 04-14-97

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF

NEXTEL COMMUNICATIONS OF THE MID-ATLANTIC, INC.
(originally DISPATCH COMMUNICATIONS OF THE MID-ATLANTIC, INC.)

The present name of the Corporation is Nextel Communications of the Mid-Atlantic, Inc.. The original Certificate of Incorporation of the corporation was filed with the Secretary of State of Delaware on November 6, 1989. This Amended and Restated Certificate of Incorporation was duly proposed by the Board of Directors and adopted by the sole stockholder of the corporation in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
NEXTEL COMMUNICATIONS OF THE MID-ATLANTIC, INC.

FIRST: The name of the corporation (the "Corporation") is **NEXTEL COMMUNICATIONS OF THE MID-ATLANTIC, INC.**

SECOND: The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, Wilmington, Delaware 19805, in the city of Wilmington, County of New Castle, Delaware. The name of the Corporation's registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares which the Corporation shall have authority to issue is one hundred (100) shares of Common Stock, and the par value of each such share is \$.01. The amount of the authorized stock of the Corporation of any class or classes may be increased or decreased by the affirmative vote or consent of the holders of a majority of the stock of the Corporation entitled to vote.

FIFTH: Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the Corporation. Any director may be removed from office either with or without cause at any time by the affirmative vote of the holders of a majority of the outstanding stock of the Corporation entitled to vote, given at a meeting of the stockholders called for that purpose, or by the consent of the holders of a majority of the outstanding stock of the Corporation entitled to vote, given in accordance with Section 228 of the General Corporation Law of the State of Delaware.

SIXTH: To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article Sixth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

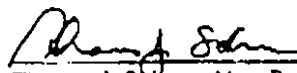
SEVENTH: Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the General Corporation Law of the State of Delaware

or any applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article Seventh. Any repeal or modification of this Article Seventh shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

EIGHTH: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the state of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the by-laws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional by-laws and may alter, amend or repeal any by-law whether adopted by them or otherwise. The Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

NINTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

IN WITNESS WHEREOF, I Thomas J. Sidman, being the Vice President of Nextel Communications of the Mid-Atlantic, Inc., do hereby execute this Amended and Restated Certificate of Incorporation this 2nd day of January 1997.


Thomas J. Sidman, Vice President