

47222

Filing fee: \$75.00

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

GTE Mobilnet Incorporated

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on June 7, 1988, authorizing it to transact business in Rhode Island under the name of GTE Mobilnet Incorporated

SECOND: The corporate name of the corporation has been changed to GTE Wireless Incorporated
(If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is GTE Wireless Incorporated

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: no change
(If no other or additional purposes are proposed, insert "No change.")

RECEIVED
SECRETARY OF STATE
MAR 13 12 11 PM 1998

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: [see §§7-1.1-103, 7-1.1-109, 7-1.1-110. of the General Laws, 1956, as amended.] (If increase of authorized capital stock, state: no change

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
------------------	-------	--------	--

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 26,052,460.00
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 0.00
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$ 0.00
- (D): An estimate of the gross amount of business to be transacted by it at or from outside business in Rhode Island during such year is \$ 0.00

FILED
MAR 19 1998
BY [Signature] 200761

Dated February 20, 19 98

GTE Wireless Incorporated

By

[Signature]

Its Vice President

and

[Signature]

Its Assistant Secretary

STATE OF Georgia

COUNTY OF DeKalb

} Sc.

At Atlanta, Georgia in said County on the 20th day of February 19 98, before me personally appeared

Byron W. Smith, who being by me first duly sworn, declared that he is the Vice President - Sales of GTE Wireless Incorporated,

that he signed the foregoing document as such Vice President - Sales of the corporation, and that the statements therein contained are true.

[Signature: Patricia B. Griffin]
Notary Public

PATRICIA B. GRIFFIN NOTARY PUBLIC, COBB COUNTY
MY COMMISSION EXPIRES NOVEMBER 19, 2000

(NOTARIAL SEAL)

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 CERTIFICATE OF MERGER, WHICH MERGES:

"GTE MOBILE COMMUNICATIONS INCORPORATED", A DELAWARE CORPORATION,

WITH AND INTO "GTE MOBILNET INCORPORATED" UNDER THE NAME OF "GTE WIRELESS INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1997, AT 9:01 O'CLOCK A.M.

FILED
MAR 19 1998
By *[Signature]*
208/61
RECEIVED
SECRETARY OF STATE
OFFICE OF REGISTRARS DIV.
MAR 19 12 14 PM '98



[Signature]
Edward J. Freel, Secretary of State

0927727 8100M
981072631

AUTHENTICATION: 8941092
DATE: 02-25-98