

L2004

State of Idaho

Department of State

CERTIFICATE OF REGISTRATION OF

MARKETS CELLULAR LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MARKETS CELLULAR LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to MARKETS CELLULAR LIMITED PARTNERSHIP to transact business in this State under the name MARKETS CELLULAR LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated: October 09, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

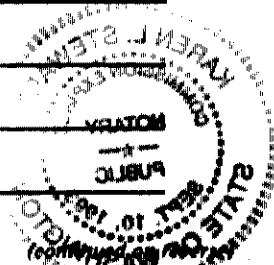
By *Sheryl DeVries*

To the Sec
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0613 06 PM '92
 SECRETARY OF STATE

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is MARKETS Cellular Limited Partnership
2. The name which it shall use in Idaho is MARKETS Cellular Limited Partnership
(Must include, without abbreviation, the words "Limited Partnership.")
3. It is organized under the laws of Delaware
4. The date of its formation is 10/6/92
5. The address of its registered or principal office in the state or country under the laws of which it is organized is C/O United Corporate Services, Inc., 15th E. North Street
Dover, DE 19901
6. The name and street address of its proposed registered agent in Idaho are The Prentice-Hall
Corporation System, Inc., 877 Main Street, Boise, ID 83702-5858
7. The general character of the business it proposes to transact in Idaho is:
Cellular telecommunications
8. The name and business address of each general partner and of each limited partner whose contribution is equal to or greater than five percent (5%) of the total contribution of all partners:

[illegible]

8. (Continued)

Name	General or Limited	Address

9. This Application is accompanied by a certificate certifying to the lawful existence of the limited partnership, executed by the proper officer of the state or country under the laws of which it is organized.

Dated October 1, 19 92

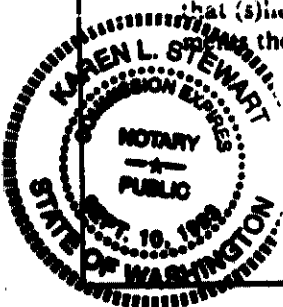
MARKETS Cellular Limited Partnership

By X Mikal J. Thomsen
President of PN Cellular, Inc., the general partner of PN Cellular Limited Partnership, which is the general partner of MARKETS Cellular Limited Partnership.

STATE OF WASHINGTON)
) ss:
COUNTY OF KING)

I, Karen L. Stewart, a notary public, do hereby certify that on this 1st day of October, 19 92, personally appeared before me Mikal J. Thomsen, President, who being by me first duly sworn, declared that (s)he is the President of PN Cellular, Inc., the general partner of PN Cellular Limited Partnership, which is the general partner of MARKETS Cellular Limited Partnership, that (s)he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.

Karen L. Stewart
My Commission expires: 9-10-93



ATTACHMENT A

<u>Name</u>	<u>Address</u>
GS Capital Partners, L.P.	85 Broad Street New York, NY 10004
GS Capital Partners Holding I, L.P.	85 Broad Street New York, NY 10004
Odyssey Partners, L.P.	31 West 52nd Street New York, NY 10019
Providence Media Partners, L.P.	900 Fleet Center 50 Kennedy Plaza Providence, RI 02903
General Cellular Holdings, Inc.	1891 Woolner Avenue Fairfield, CA 94533
JWT Partnership II	11711 S.E. 8th Street Suite 300 Bellevue, WA 98005
John W. Stanton & Theresa E. Gillespie	Stanton Communications, Inc. 11711 S.E. 8th Street Suite 300 Bellevue, WA 98005

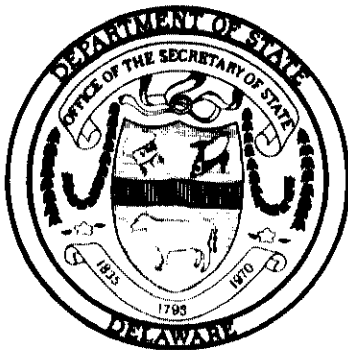
State of Delaware



Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY MARKETS CELLULAR LIMITED PARTNERSHIP IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

* * * * *



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A handwritten signature in cursive script, reading "Michael Ratchford".

Michael Ratchford, Secretary of State

AUTHENTICATION: #3617852

DATE: 10/08/1992