

State of Idaho

Department of State

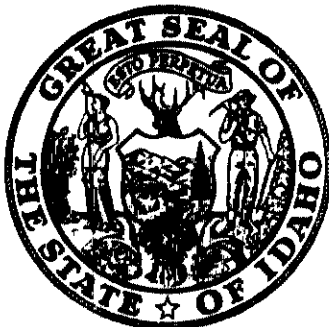
CERTIFICATE OF AUTHORITY OF

AIRTOUCH PAGING
File number C 106334

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AIRTOUCH PAGING for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation 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 Authority to AIRTOUCH PAGING to transact business in this State under the name AIRTOUCH PAGING and attach hereto a duplicate original of the Application for such Certificate.

Dated: May 13, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sibel*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

MAY 13 3 27 PM '94
SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is AirTouch Paging

2. The name which it shall use in Idaho is AirTouch Paging

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Nevada

4. The date of its incorporation is 12/14/87 and the period of its duration,
if other than perpetual, is _____

5. The address of its principal office in the state or country under the laws of which it is incorporated is
502 E. John St., Carson City, NV 89706

6. The address to which correspondence should be addressed, if different than item 5, is
c/o Linda A. Kline, AirTouch Communications,
425 Market Street, 36th Floor, San Francisco, CA 94108

7. The street address of its proposed registered office in Idaho is _____
c/o The Prentice-Hall Corporation System, Inc.,
877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed
registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Provide paging services

(Continued on reverse)

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19940513 0900 80341
Submit applications and certificate of status CUST# 20522
CORP 10 20.00= 20.00
Office of the Secretary of State
Division of Corporations

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CK #1 33750 CUST# 22921
CORP 10 100.00= 100.00

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9. The names and respective addresses of its directors and officers are: (See attached list of additional officers.)

Name	Office	Address
C.L. Cox	Director	2999 Oak Rd., Walnut Creek, CA 94596
M.S. Gyani	Director	425 Market Street, San Francisco, CA 94105
C.E. Jackson	Director, President/CEO	12221 Merit Dr., Ste. 800, Dallas, TX 75251
D.B. Barnett	V.P., Treasurer & CFO	"
D.J. Anderson	V.P.	"
T.K. Flatley	V.P.	"
J.M. Kerr	V.P.	"
T.D. Kramer	V.P.	"
J.R. Lawson	V.P.	"

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 5/5/94

By AirTouch Paging
(Corporation name)
G. E. Jackson, C.E. Jackson, President/CEO
Its President/Vice President (please specify)
 and K. Veaco, K. Veaco, Assistant Secretary
Its Secretary/Assistant Secretary (please specify)

STATE OF Texas)
) ss:
 COUNTY OF Dallas)

I, Connie Buchholz, a notary public, do hereby certify that on this 5th day of May, 19 94, personally appeared before me Charlie E. Jackson, who being by me first duly sworn, declared that (s)he is the President/CEO of AirTouch Paging

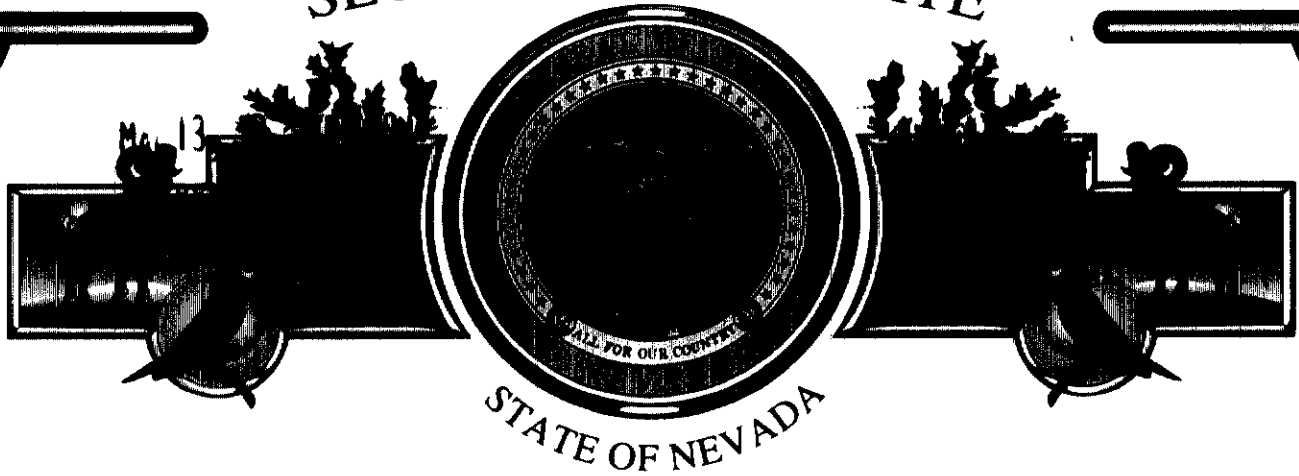
that (s)he signed the foregoing documents as President/CEO of the corporation and that the statements therein contained are true.

Connie Buchholz
 Notary Public

AIRTOUCH PAGING
(A Nevada Corporation)
Incorporated December 14, 1987
(Subsidiary of AirTouch Communications)

K. S. Bell	Vice President 12221 Merit Drive, Ste.800, Dallas, TX 75251
M. A. Stachiw	Secretary 12221 Merit Drive, Ste. 800, Dallas, TX 75251
K. Veaco	Assistant Secretary 425 Market Street, San Francisco, CA 94105
P. H. White	Assistant Secretary 2999 Oak Road, Walnut Creek, CA 94596
M. S. Gyani	Assistant Treasurer 425 Market Street, San Francisco, CA 94105

SECRETARY OF STATE



CERTIFICATE OF CORPORATE STATUS

I, CHERYL A. LAU, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, AIRTOUCH PAGING is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 2nd day of May, 1994



Secretary of State

By

Deputy