



CERTIFICATE OF DISSOLUTION
OF

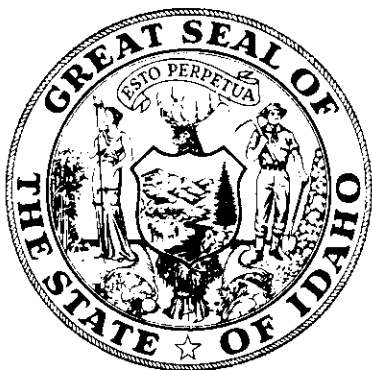
MCCAW COMMUNICATIONS OF CALDWELL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of MCCAW COMMUNICATIONS OF CALDWELL, INC.

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 Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated January 26, 19 87



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF DISSOLUTION

PURSUANT TO SECTION 30-1-92 OF THE
87 JAN 26 AM 10 32

IDAHO BUSINESS CORPORATION ACT

OF

SECRETARY OF
STATE

McCaw Communications of Caldwell, Inc.

Pursuant to the provisions of Section 30-1-92 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

FIRST: The name of the corporation is:

McCaw Communications of Caldwell, Inc.

SECOND: The name and addresses of the last officers and directors of the corporation and their respective offices are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
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Please see attachment

THIRD: The notice required by Section 30-1-87, Idaho Code, has been given.

FOURTH: All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefor.

FIFTH: All remaining property and assets of the corporation have been distributed among its shareholders, in accordance with the provisions in the Articles of Incorporation, or if there is no provision then in proportion to their respective rights and interests.

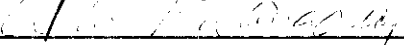
SIXTH: There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

SEVENTH: A duplicate original of the consent of shareholders to dissolve or a verified copy of the resolution to dissolve is annexed hereto.

Dated: January 16, , 1987.

McCaw Communications of Caldwell, Inc.


By , Vice President

and 
Ellen A. Canaday
Assistant Secretary

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

I, Nancy M. Kutz, a notary public, do hereby certify that on this 16th day of January, 1987, personally appeared before me Ellen A. Canaday, who, being by me first duly sworn, declared that she is the Assistant Secretary of McCaw Communications of Caldwell, Inc., that she signed the foregoing document as Assistant Secretary of the corporation, and that the statements therein contained are true.

(Notarial Seal)


Notary Public for Washington
Residing at: Bellevue
My commission expires: 6-9-90

ATTACHMENT A

LIST OF OFFICERS AND DIRECTORS OF
McCAW RCC COMMUNICATIONS, INC. AND ITS SUBSIDIARIES*

Officers

Chairman of the Board and Chief Executive Officer	Craig O. McCaw	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
President	Wayne M. Perry	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Executive Vice President	Steve Hooper	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Executive Vice President	John E. McCaw, Jr.	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Executive Vice President and Chief Financial Officer	Rufus Lumry	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Executive Vice President and Chief Operating Officer	John W. Stanton	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Senior Vice President	F. Scott Davis	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Senior Vice President	Douglas B. Hauff	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Senior Vice President	Timothy H. Donahue	2600 Virginia Ave. N.W., Suite 900 Washington, D.C. 20037
Senior Vice President - General Counsel/Personal Communications	Mark R. Hamilton	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Vice President	Edwin A. Hopper	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Vice President	Bruce R. McCaw	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Vice President	Keith W. McCaw	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Vice President	Joseph N. Walter	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Vice President	Dennis O'Connell	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Vice President	Donald Guthrie	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Vice President - Law	Jennifer Marsh	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Vice President - Law	Andrew A. Quartner	2600 Virginia Ave. N.W., Suite 900 Washington, D.C. 20037
Vice President - Law	Scott K. Morris	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Vice President and Controller	Theresa Gillespie	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033

ATTACHMENT A

*excluding MCI Airsignal, Inc. and its subsidiaries

LIST OF OFFICERS AND DIRECTORS OF
McCAW RCC COMMUNICATIONS, INC. AND ITS SUBSIDIARIES*

Vice President - Financial Services	Jennifer Strother	5808 Lake Washington Blvd. N.E., Kirkland, Washington 98033
Assistant Vice President - Acquisitions and Development	Scot B. Jarvis	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Assistant Vice President - Law	Karen K. Shinevar	2600 Virginia Ave. N.W., Suite 900 Washington, D.C. 20037
Assistant Vice President	Diana Garrett	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Secretary	John E. McCaw, Jr.	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Treasurer	Donald Guthrie	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Assistant Secretary	Jennifer Marsh	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Assistant Secretary	Mark R. Hamilton	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Assistant Secretary	Andrew A. Quartner	2600 Virginia Ave. N.W., Suite 900 Washington, D.C. 20037
Assistant Secretary	Scott K. Morris	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Assistant Secretary	Ellen A. Canaday	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
Assistant Treasurer	Diana Garrett	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
<u>Directors</u>		
	Craig O. McCaw	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
	John E. McCaw, Jr.	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
	Bruce R. McCaw	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033
	Keith W. McCaw	5808 Lake Washington Blvd. N.E. Kirkland, Washington 98033

*excluding MCI Airsignal, Inc. and its subsidiaries

WRITTEN CONSENT OF SHAREHOLDERS

TO DISSOLVE

'87 JAN 26 AM 10 32

McCaw Communications of Caldwell, Inc.

SECRETARY OF
STATE

Pursuant to the provisions of Section 30-1-83 of the Idaho Business Corporation Act, the shareholders of the below named corporation consent in writing to dissolve said corporation:

FIRST: The name of the corporation is:

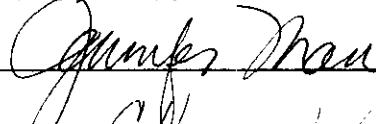
McCaw Communications of Caldwell, Inc.

SECOND: Each of the shareholders whose signature is affixed to this consent hereby consents in writing to the voluntary dissolution of the corporation pursuant to the provisions of the Idaho Business Corporation Act. The signature of the shareholders constitutes authority to dissolve.

Dated: January 16, 1987.

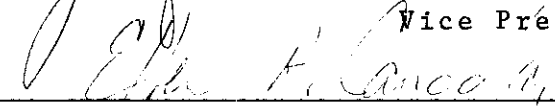
McCaw Communications
of Idaho, Inc.

By



Vice President

and



Ellen A. Canaday
Assistant Secretary

CERTIFICATE

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

Ellen A. Canaday, being first duly sworn, on her oath, deposes and states that: she is the assistant secretary of McCaw Communications of Idaho, Inc., an Idaho corporation, and that the foregoing Written Consent of Shareholders to Dissolve has been signed by all of the shareholders of said corporation or signed in their names by their attorneys thereunto duly authorized.

Dated this 16th day of January, 1987.

Ellen A. Canaday
Assistant Secretary

SUBSCRIBED and sworn to this 16th day of
January, 1987 before me, a Notary Public for
the State of Washington.

(seal)

Nancy M. Kutz
Notary Public for Washington
Residing at: Bellevue
My commission expires: 6-9-90