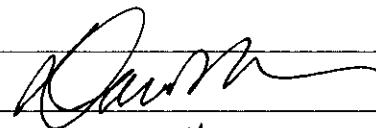
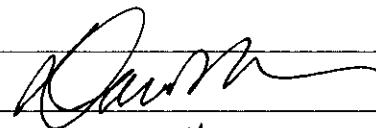
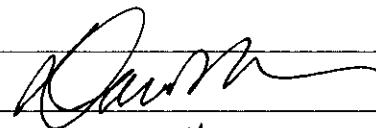


No. C 131167 Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	Due no later than Nov 30, 2000 Annual Report Form 1. Mailing Address - Correct in this box, if applicable VOICESTREAM WIRELESS CORPORATION 12920 SE 38th Street 3050 131ST AVE ST STE 200 BELLEVUE, WA 98006	2. Registered Agent and Office NO PO BOX CORPORATION SERVICE COMPANY 1401 SHORELINE DR STE 2 BOISE, ID 83702 3. <u>New</u> Registered Agent Signature						
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. <table style="width: 100%; border: none;"> <tr> <td style="text-align: center;"><u>Office held</u></td> <td style="text-align: center;"><u>Name</u></td> <td style="text-align: center;"><u>Street or P.O. Address</u></td> <td style="text-align: center;"><u>City</u></td> <td style="text-align: center;"><u>State</u></td> <td style="text-align: center;"><u>Zip</u></td> </tr> </table> <i>see attached</i>			<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>			
5. Organized Under the Laws of: DELAWARE C 131167	6. <table style="width: 100%; border: none;"> <tr> <td style="width: 60%;"> Signature  (Typed or Printed) David A. Miller </td> <td style="width: 40%;"> Date 10/16/2000 Title: Assistant Secretary XXXX </td> </tr> </table>		Signature  (Typed or Printed) David A. Miller	Date 10/16/2000 Title: Assistant Secretary XXXX				
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Issued 09/04/2000

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VoiceStream Wireless Corporation
a Delaware Corporation

Officers and Directors

Mitchell R. Cohen, Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Daniel J. Evans, Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Richard L. Fields, Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Canning Fok, Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Jonathan M. Nelson, Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
James N. Perry, Jr., Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Terrence M. O'Toole, Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Kaj-Erik Relander, Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
James J. Ross, Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Frank J. Sixt, Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Hans R. Snook, Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Susan M.F. Woo Chow, Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
John W. Stanton, Director Chairman and Chief Executive Officer	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Robert R. Stapleton, Director President	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Douglas G. Smith Vice Chairman and Director	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Donald Guthrie, Director Vice Chairman	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006

Cregg B. Baumbaugh Executive Vice President - Finance, Strategy and Development	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Alan Bender Executive Vice President General Counsel and Secretary	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Robert P. Dotson Senior Vice President - Marketing	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Timothy R. Wong Senior Vice President - Engineering	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
Patricia L. Miller Vice President, Controller and Principal Accounting Officer	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006
David A. Miller Assistant Secretary	3650 131 st Avenue SE, Suite 200 Bellevue, WA 98006