

Department of State.

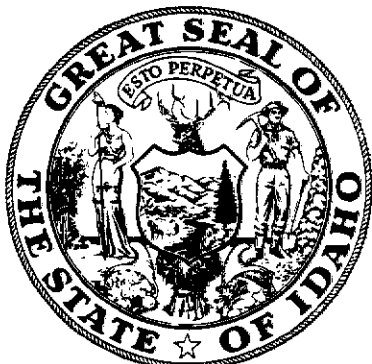
**CERTIFICATE OF AUTHORITY
OF**

GTE MOBILNET INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GTE MOBILNET INCORPORATED 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 GTE MOBILNET INCORPORATED to transact business in this State under the name GTE MOBILNET INCORPORATED and attach hereto a duplicate original of the Application for such Certificate.

Dated October 23, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

Elyse M. Zepeda
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 GTE Mobilnet Incorporated

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2. The name which it shall use in Idaho is GTE Mobilnet Incorporated

(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 Delaware

4. The date of its incorporation is December 8, 1981 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5.

GTE Mobilnet Incorporated, 616 FM 1960 West, Suite 400, Houston, Texas 77090

7. The street address of its proposed registered office in Idaho is 300 North 6th Street

Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To market cellular telephone equipment and cellular services, and
To engage in any lawful act or activity for which a corporation may be organized,
under the General Corporation Law of Delaware.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Attached		

(continued on reverse)

Name	Office	Address
See Attached		

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, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: October 16, 1989

GTE Mobilnet Incorporated

(Corporation Name)

By

Mark O. Ripley

Its President / Vice President (please specify)

and

A. Rodman Johnson

Its Secretary / Assistant Secretary (please specify)

STATE OF Texas)

) ss:

COUNTY OF Harris)

I, ELIZABETH JEAN HIGGINS, a notary public, do hereby certify that on this 16th day of OCTOBER, 19 89, personally appeared before me Mark O. Ripley, who being by me first duly sworn, declared that (x) he is the Vice President of GTE Mobilnet Incorporated

that (x) he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Elizabeth Jean Higgins
Notary Public

GTE MOBILNET INCORPORATED
(Delaware 1981)

*616 FM 1960 West, Suite 400, Houston, Texas 77090
**One Stamford Forum, Stamford, CT 06904

OFFICERS AND DIRECTORS
As of July 1, 1989

<u>Name</u>	<u>Title</u>	<u>Residence</u>	<u>Social Security Number</u>
Clarence F. Bercher*	President and Director	23 Shoreline Point Drive The Woodlands, TX 77381	077-34-3103
Mark O. Ripley*	Vice President- Network	6 West Eden Elm Circle The Woodlands, TX 77381	172-36-3046
John P. Z. Kent**	Vice President- Taxes	840 Park Avenue New York, NY 10021	166-36-0630
Eileen O. Odum*	Vice President- Marketing	53 North Broken Fern The Woodlands, TX 77381	534-56-5034
R. Bryant Byrd*	Vice President- Human Resources	5410 Summerfield Lane Spring, TX 77379	243-70-9687
Richard W. Stimson*	Vice President- General Counsel and Assistant Secretary	63 Cascade Spring The Woodlands, TX 77381	362-48-4294
William R. King*	Controller	6 Crestone Place The Woodlands, TX 77381	535-54-6410
Marianne Drost**	Secretary and Director	2289 Bedford Street Stamford, CT 06905	044-44-8927
James Murphy**	Treasurer	79 Adams Lane P.O.Box 513 New Canaan, CT 06840	080-32-7096
Thomas J. Hosted**	Assistant Treasurer	8 Hickory Lane Darien, CT 06820	477-30-1713
Joel P. Mellis**	Assistant Treasurer	280 Barncroft Rd. Stamford, CT 06902	117-26-4268

Brenda A. McNabb*	Assistant Secretary	7231 Seton Lake Drive Houston, TX 77086	380-54-1960
A. Rodman Johnson*	Assistant Secretary	5 Eden Elm Place The Woodlands, TX 77381	512-48-3416
Ronald J. Tuccillo**	Assistant Secretary	250 Saxonwood Road Fairfield, CT 06430	094-32-2807
Bruce Haddad**	Director	65 Mayapple Road Stamford, CT 06905	261-02-9176

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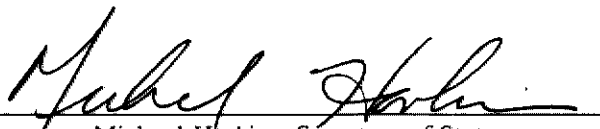
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY GTE MOBILNET INCORPORATED IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: 12376616

DATE: 10/18/1989