



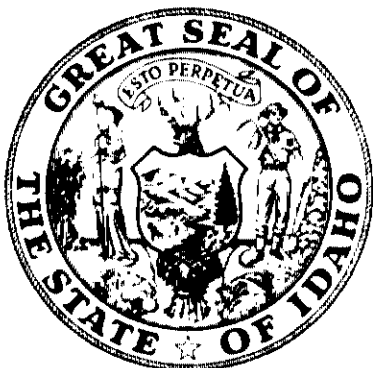
Department of State.

**CERTIFICATE OF AUTHORITY
OF
CELLULAR, INC.**

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

Dated **May 22, 1939**



Pete T. Cenarrusa
SECRETARY OF STATE

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:

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SECRETARY OF STATE

1. The name of the corporation is Cellular, Inc.

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2. The name which it shall use in Idaho is _____

(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 Colorado

4. The date of its incorporation is October 10, 1983 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 5990 Greenwood Plaza Blvd., Suite 300, Englewood, Colorado 80111

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

Hall & Evans, 1200 Seventeenth Street, Suite 1700, Denver, Colorado 80202
Attention: Veronica G. Ehrenzeller

7. The street address of its proposed registered office in Idaho is 300 North Sixth 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 provide design, implementation and operational services to cellular
telephone systems.

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

Name	Office	Address
<u>Ralph J. Parker</u>	<u>Director</u>	<u>Box 60, Shaw, Montana</u>
<u>Jerome Tishmack</u>	<u>Director</u>	<u>BEK Telephone Mutual Aid Corporation</u> <u>Box 230, Steele, North Dakota</u>
<u>David E. Simmons</u>	<u>Director</u>	<u>Simmons Family Incorporated</u> <u>1000 Kennecott Bldg., Salt Lake City, Utah</u>
<u>David M. Harrold</u>	<u>President/CEO</u>	<u>5990 Greenwood Plaza Blvd., Suite 300</u> <u>Englewood, Colorado</u>
<u>Arnold C. Pohs</u>	<u>Vice President</u>	<u>5990 Greenwood Plaza Blvd., Suite 300</u> <u>Englewood, Colorado</u>
<u>Daniel P. Dwyer</u>	<u>Secretary/Treas.</u>	<u>5990 Greenwood Plaza Blvd., Suite 300</u> <u>Englewood, Colorado</u>

(continued on reverse)

Name	Office	Address
Mark W. Dreher	Vice President/ Marketing	5990 Greenwood Plaza Blvd., Suite 300 Englewood, Colorado
J. Craig Jamison	Vice President Network Oper.	5990 Greenwood Plaza Blvd., Suite 300 Englewood, Colorado
Michael A. Fluharty	Vice President Network Planning	5990 Greenwood Plaza Blvd., Suite 300 Englewood, Colorado
Robert J. Lunday	Director	Big Sandy Telecommunications, Inc. P.O. Box 218, Simla, Colorado 80835

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: MAY 1, 1989

Cellular, Inc.
(Corporation Name)

By David M. Harrold
David M. Harrold Its President/Vice President (please specify)

and Daniel P. Dwyer
Daniel P. Dwyer Its Secretary/Assistant Secretary (please specify)

STATE OF Colorado)
COUNTY OF Arapahoe) ss:

I, CAROL ANN M. SECORD, a notary public, do hereby certify that on this 1ST day of MAY, 19 89, personally appeared before me David M. Harrold, who being by me first duly sworn, declared that (s)he is the President of Cellular, Inc.

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

My Commission Expires
January 13, 1990
10405 Jellison Wy.
Vernon, CO 80029

Carol Ann M. Secord
Notary Public

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STATE OF COLORADO

1876
DEPARTMENT OF
STATE

CERTIFICATE

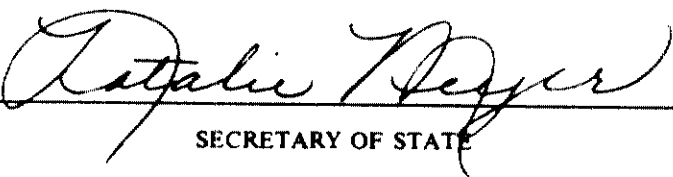
I, *NATALIE MEYER*, Secretary of State of the State of
Colorado hereby certify that

According to the records of this office

CELLULAR, INC.
(COLORADO CORPORATION)

*has complied with the applicable provisions of the laws of
the State of Colorado and on this date is in good standing
and authorized and competent to transact business or to
conduct its affairs within this state.*

Dated: APRIL 21, 1989



SECRETARY OF STATE