

State of Idaho

Department of State

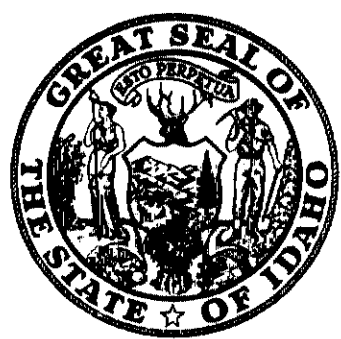
CERTIFICATE OF AUTHORITY OF

B-SIDE CORPORATION

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

Dated: August 6, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Angie Hale*

AUG 6 2 38 PM '93

APPLICATION FOR CERTIFICATE OF AUTHORITY

SECRETARY OF STATE

(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 B-Side Corporation

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 Delaware

4. The date of its incorporation is February 11, 1993 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 c/o The Corporation Trust Company
1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. c/o GTE Mobinet
245 Perimeter Center Parkway, Atlanta, Georgia 30346

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:
See Schedule A attached

(Continued on reverse)

Submit application and certificate of status

Office of the Secretary of State
Division of Corporations

Secretary of State - SECRETARY OF STATE			
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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Schedule B & C 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: JULY 20, 1993

B-Side Corporation
(Corporation name)

By Andrew B. Burroughs
its President/Vice President (please specify)

and Marilyn B. Vogel
its Secretary/Assistant Secretary (please specify)

STATE OF ILLINOIS
 COUNTY OF COOK iss:

I, BRIAN GALLAGHER, a notary public, do hereby certify that on this 20TH day of JULY, 19 93, personally appeared before me ANDREW BURROUGHS & MARILYN VOGEL, who being by me first duly sworn, declared that ^{THEY} ~~she~~ is the PRESIDENT + SECRETARY of B-SIDE CORPORATION

that ^{THEY} ~~she~~ signed the foregoing documents as PRESIDENT + SECRETARY of the corporation and that the statements therein contained are true.



Brian Gallagher
 Notary Public

SCHEDULE A**Corporate Purpose:**

The purpose of the Corporation is (i) to serve as general partner of a limited partnership that creates and licenses a trademark for wireless telecommunication services, and (ii) to engage in any other lawful act or activities for which corporations may be organized under the General Corporation Law of Delaware and which may be permitted by the state in which the corporation is qualified to transact business.

SCHEDULE B

<u>Directors</u>	<u>Business Addresses</u>	<u>Date Taking Office</u>
Alfred F. Boschulte	President NYNEX Mobile Communications Co. 2000 Corporate Drive Orangeburg, N.Y. 10962	February 11, 1993
John E. DeFco	President and CEO US West NewVector Group Inc. 3350 161st Avenue SE Bellevue, WA 98008	February 11, 1993
Odie C. Donald	President BellSouth Mobility Inc. Suite 500 1100 Abernathy Road Atlanta, GA 30328	February 11, 1993
Tim R. McChesney	Vice President Bell Mobility Cellular 20 Carlson Court Etobicoke, Ontario M9W 6V4	February 11, 1993
Carroll D. McHenry	President AllTell Mobile Comm., Inc. 10825 Financial Pkwy. Suite 401 Little Rock, AR 72211	February 11, 1993
Terry S. Parker	GTE Telecommunications Products Corporation 245 Perimeter Center Parkway Atlanta, Georgia 30346	February 11, 1993
Arnold C. Pohn	President and CEO Cellular, Inc. 5990 Greenwood Plaza Blvd. Englewood, CO 80111	February 11, 1993

SCHEDULE C

Officers

Business Addresses

Date Taking Office

Alfred F. Boschulte, CEO/
Chairman of the Board

President
NYNEX Mobile Communications Co.
2000 Corporate Drive
Orangeburg, N.Y. 10962

February 11, 1993

John E. DeFec, President

President and CEO
US West NewVector Group Inc.
3350 161st Avenue SE
Bellevue, WA 98008

February 11, 1993

Arnold C. Pohn, Executive
Vice President

President and CEO
Cellular, Inc.
5990 Greenwood Plaza Blvd.
Englewood, CO 80111

February 11, 1993

Andrew R. Burroughs,
President

PacTel Corporate Plaza
2999 Oak Road, MS500
Walnut Creek, CA 94596

June 1, 1993

Marilyn B. Vogel,
Vice President/General
Counsel/Secretary/
Treasurer

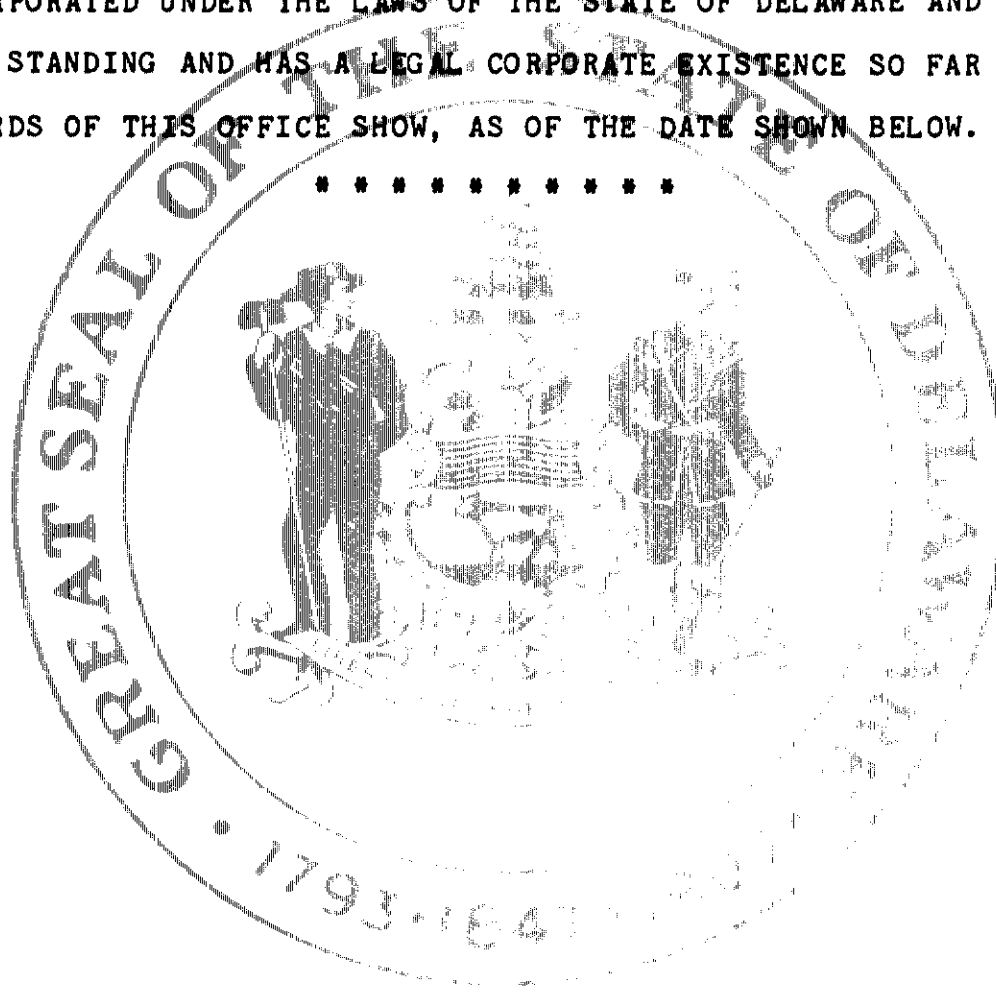
PacTel Corporate Plaza
2999 Oak Road, MS500
Walnut Creek, CA 94596

July 1, 1993

State of Delaware

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY B-SIDE CORPORATION 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.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *3960967

DATE: 07/01/1993