

# State of Idaho

## Department of State.

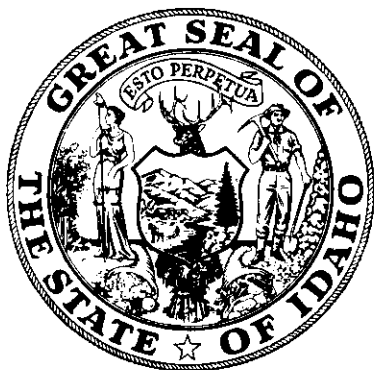
### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that  
duplicate originals of Articles of MERGER of  
CELLULAR MOBILE SYSTEMS OF IDAHO, INC.

into CELLULAR MOBILE SYSTEMS, 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  
MERGER, and attach hereto a duplicate original of the Articles of  
MERGER.

Dated December 24, 19 85.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*John T. Clark*  
Corporation Clerk

DEC 24 11 28 AM '85  
SECRETARY OF STATE

ARTICLES OF MERGER

OF

CELLULAR MOBILE SYSTEMS OF IDAHO, INC.

an Idaho Corporation

INTO

CELLULAR MOBILE SYSTEMS, INC.

a Delaware Corporation

Pursuant to the provisions of Sections 30-1-75 and 30-1-77 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Merger for the purpose of merging a subsidiary corporation into the undersigned as the surviving corporation:

FIRST: The undersigned foreign corporation is incorporated under the laws of Delaware and the laws of such jurisdiction permit such a merger.

SECOND: The following Plan of Merger was adopted by the undersigned corporation in the manner prescribed by the laws of the jurisdiction under which it is organized.

PLAN OF MERGER

Cellular Mobile Systems, Inc., hereby merges into itself Cellular Mobile Systems of Idaho, Inc. and said Cellular Mobile Systems of Idaho, Inc. shall be merged into Cellular Mobile Systems, Inc. which shall be the surviving corporation. Cellular Mobile Systems, Inc. owns 100% of the

outstanding shares of each class of capital stock of Cellular Mobile Systems of Idaho, Inc.

The Certificate of Incorporation of Cellular Mobile Systems, Inc., as heretofore amended and as in effect on the date of the merger, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

The manner of converting the outstanding shares of the capital stock of Cellular Mobile Systems of Idaho, Inc. into the shares or other securities of Cellular Mobile Systems, Inc. shall be as follows:

Each share of common stock of Cellular Mobile Systems of Idaho, Inc. which shall be outstanding on the effective date of the merger, and all rights in respect thereof shall forthwith be cancelled and no shares or other securities of Cellular Mobile Systems, Inc. shall be issued in exchange therefor.

The terms and conditions of the merger are as follows:

Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Cellular Mobile Systems of Idaho, Inc. shall be transferred to, vested in and devolve upon Cellular Mobile

Systems, Inc. without further act or deed and all property, rights, and every other interest of Cellular Mobile Systems, Inc. and Cellular Mobile Systems of Idaho, Inc. shall be as effectively the property of Cellular Mobile Systems, Inc. as they were of Cellular Mobile Systems, Inc. and Cellular Mobile Systems of Idaho, Inc., respectively.

THIRD: The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation Of Class</u>	<u>Number of Shares Owned by Surviving Corporation</u>
Cellular Mobile Systems of Idaho, Inc.	10	Common	10

FOURTH: All shareholders of record of Cellular Mobile Systems of Idaho, Inc. waived mailing of a copy of the Plan of Merger on November 22, 1985.

FIFTH: The undersigned corporation hereby (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of the rights of a dissenting shareholder of the above-mentioned subsidiary corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Idaho as its agent to

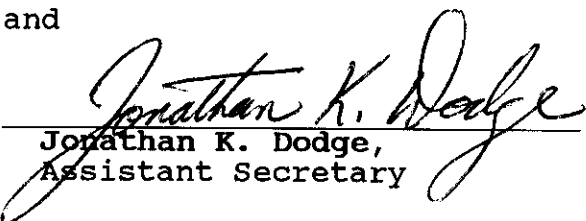
accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

Dated: December 9<sup>th</sup>, 1985

CELLULAR MOBILE SYSTEMS, INC.

By   
William S. Wheatley, Jr.,  
President

and

  
Jonathan K. Dodge,  
Assistant Secretary

STATE OF NEW JERSEY   )  
                                  : ss.:  
COUNTY OF BERGEN     )

I, ANTOINETTE LYPINSKI, a notary public, do hereby certify that on this 9<sup>th</sup> day of December, 1985, personally appeared before me William S. Wheatley, Jr., who, being by me first duly sworn, declared that he is the President of Cellular Mobile Systems, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Antoinette Lypinski  
Notary Public

~~Residing at~~ 329 Alfred Avenue  
Teaneck New Jersey 07666  
My Commission Expires: August 26, 1988

**ANTOINETTE LYPINSKI**  
**NOTARY PUBLIC OF NEW JERSEY**  
**My Commission Expires Aug. 26, 1988**

STATE OF NEW JERSEY    )  
                                  : ss.:  
COUNTY OF BERGEN        )

I, ANTOINETTE LYPINSKI, a notary public, do hereby certify that on this 9<sup>th</sup> day of December, 1985, personally appeared before me Jonathan K. Dodge, who, being by me first duly sworn, declared that he is the Assistant Secretary of Cellular Mobile Systems, Inc., that he signed the foregoing document as Assistant Secretary of the corporation, and that the statements therein contained are true.

Antoinette Lypinski  
Notary Public

My Commission Expires: AUGUST 26, 1988

ANTOINETTE LYPINSKI  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Aug. 26, 1988