

State of North Dakota

SECRETARY OF STATE

RECEIVED

JUN 21 2011

PUBLIC SERVICE COMMISSION



CERTIFICATE OF GOOD STANDING OF

NEW CINGULAR WIRELESS PCS, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that NEW CINGULAR WIRELESS PCS, LLC, a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on November 9, 1999, and according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a FOREIGN LIMITED LIABILITY COMPANY.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

NEW CINGULAR WIRELESS PCS, LLC

Issued: June 21, 2011

Alvin A. Jaeger
Secretary of State

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW CINGULAR WIRELESS PCS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JUNE, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

2445544 8300

110735357

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8842449

DATE: 06-17-11

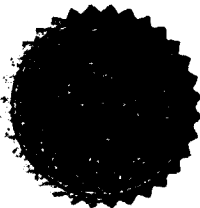
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AT&T WIRELESS PCS, LLC", CHANGING ITS NAME FROM "AT&T WIRELESS PCS, LLC" TO "NEW CINGULAR WIRELESS PCS, LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2004, AT 11:07 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2004, AT 7:30 O'CLOCK P.M.



2445544 8100

040770586

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3434823

DATE: 10-26-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:20 AM 10/26/2004
FILED 11:07 AM 10/26/2004
SRV 040770586 - 2445544 FILE

**CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF FORMATION
OF
AT&T WIRELESS PCS, LLC**

1. The name of the limited liability company is AT&T Wireless PCS, LLC (the "Company").
2. The Certificate of Formation of the Company is amended by deleting the first paragraph in its entirety and replacing it with a new first paragraph to read as follows:

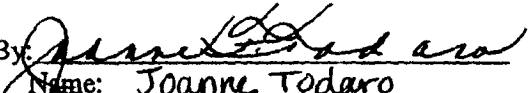
"FIRST: The name of the limited liability company is New Cingular Wireless PCS, LLC."
3. The Certificate of Amendment shall be effective at 7:30 p.m. EDT on October 26, 2004.

[Signature on following page]

IN WITNESS WHEREOF, AT&T Wireless PCS, LLC has caused this Certificate of Amendment to be executed by its duly authorized Manager this 26th day of October, 2004.

AT&T WIRELESS PCS, LLC

By: Cingular Wireless LLC, its Manager

By: 
Name: Joanne Todaro
Title: Assistant Secretary

State of Delaware
Office of the Secretary of State

PAGE 2

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "AT&T WIRELESS PCS, LLC" FILED IN THIS OFFICE ON THE THE SEVENTH DAY OF SEPTEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2445544 8100V

991373168

AUTHENTICATION: 9958248

DATE: 09-08-99

STATE OF DELAWARE
CERTIFICATE OF FORMATION OF
AT&T WIRELESS PCS, LLC

The undersigned authorized person hereby executes the following Certificate of Formation for the purpose of forming a limited liability company under the Delaware Limited Liability Company Act.

FIRST: The name of the limited liability company is AT&T Wireless PCS, LLC.

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

DATED this 7 day of September, 1999.

AT&T WIRELESS SERVICES, INC.,
As Authorized Person



Mark U. Thomas, Vice President

**STATE OF DELAWARE
CERTIFICATE OF FORMATION OF
AT&T WIRELESS PCS, LLC**

The undersigned authorized person hereby executes the following Certificate of Formation for the purpose of forming a limited liability company under the Delaware Limited Liability Company Act.

FIRST: The name of the limited liability company is AT&T Wireless PCS, LLC.

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

DATED this 7 day of September, 1999.

AT&T WIRELESS SERVICES, INC.,
As Authorized Person



Mark U. Thomas, Vice President

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION TO A DELAWARE LIMITED LIABILITY COMPANY OF "AT&T WIRELESS PCS INC.", CHANGING ITS NAME FROM "AT&T WIRELESS PCS INC." TO "AT&T WIRELESS PCS, LLC" FILED IN THIS OFFICE ON THE SEVENTH DAY OF SEPTEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2445544 8100V

991373168

AUTHENTICATION: 9958248

DATE: 09-08-99

STATE OF DELAWARE
CERTIFICATE OF CONVERSION OF
AT&T WIRELESS PCS INC. INTO
AT&T WIRELESS PCS, LLC

Pursuant to Section 266 of the Delaware General Corporation Law, the following Certificate of Conversion is executed in accordance with Section 103 of the Delaware General Corporation Law:

1. The name of the corporation immediately prior to filing this Certificate of Conversion is AT&T Wireless PCS Inc.
2. The date the Certificate of Incorporation of AT&T Wireless PCS Inc. was filed on is October 20, 1994.
3. The original name of the corporation as set forth in the Certificate of Incorporation is AT&T Wireless PCS Inc.
4. The name of the limited liability company into which the corporation shall be converted is AT&T Wireless PCS, LLC.
5. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

AT&T WIRELESS PCS INC.

By: 
Authorized Officer

Name: Daniel R. Hesse
(Print or Type Signature)


Title: President

STATE OF DELAWARE
CERTIFICATE OF CONVERSION OF
AT&T WIRELESS PCS INC. INTO
AT&T WIRELESS PCS, LLC

Pursuant to Section 266 of the Delaware General Corporation Law, the following Certificate of Conversion is executed in accordance with Section 103 of the Delaware General Corporation Law:

1. The name of the corporation immediately prior to filing this Certificate of Conversion is AT&T Wireless PCS Inc.
2. The date the Certificate of Incorporation of AT&T Wireless PCS Inc. was filed on is October 20, 1994.
3. The original name of the corporation as set forth in the Certificate of Incorporation is AT&T Wireless PCS Inc.
4. The name of the limited liability company into which the corporation shall be converted is AT&T Wireless PCS, LLC.
5. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

AT&T WIRELESS PCS INC.

By: 
Authorized Officer

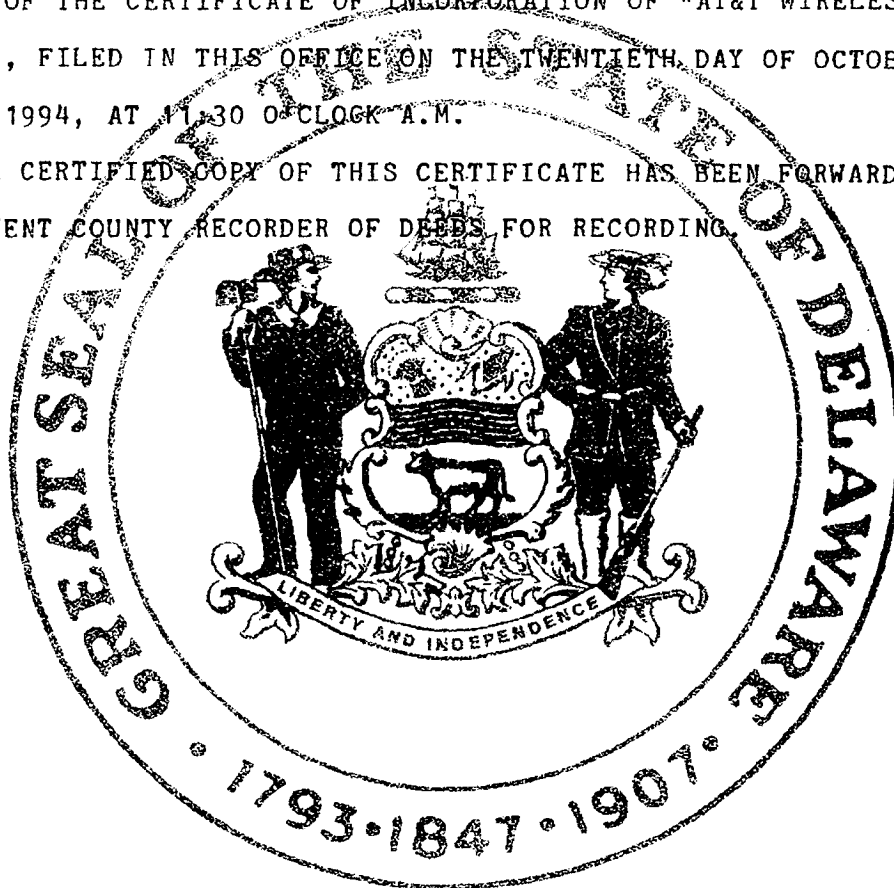
Name: Daniel R. Hesse
(Print or Type Signature)

Title: President

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "AT&T WIRELESS PCS INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF OCTOBER, A.D. 1994, AT 11:30 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2445544 8100

944199700

AUTHENTICATION:

DATE:

7275523

10-20-94

CERTIFICATE OF INCORPORATION

OF

AT&T Wireless PCS Inc.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and acts amendatory thereof and supplemental thereto, and known, as identified, and referred to as the "General Corporation Law"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "corporation") is AT&T Wireless PCS Inc.

SECOND: The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 32 Loockerman Square, Suite L-100, City of Dover 19904, County of Kent; and the name of the registered agent of the corporation in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand, \$.01 par value. All such shares are of one class and are shares of common stock.

FIFTH: The corporation is to have perpetual existence.

SIXTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of § 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of § 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in

such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

SEVENTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation, and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its board of directors. The number of directors which shall constitute the whole board of directors shall be fixed by, or in the manner provided in, the bylaws. The phrase "whole board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other bylaws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of § 109 of the General Corporation Law, and, after the corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the bylaws of the corporation may be exercised by the board of directors of the corporation; provided, however, that any provision for the classification of directors of the corporation for staggered terms pursuant to the provisions of subsection (d) of § 141 of the General Corporation Law shall be set forth in an initial bylaw or in a bylaw adopted by the stockholders entitled to vote of the corporation unless provisions for such classification shall be set forth in this certificate of incorporation.

3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of § 242 of the General Corporation Law shall otherwise require; provided, that no share of any such class which is otherwise

denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

EIGHTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of § 102 of the General Corporation Law, as the same may be amended and supplemented.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of § 145 of the General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article TENTH.

ELEVENTH: The name and the mailing address of the incorporator is: Peter M. Suzuki, Esq., c/o AT&T Corp., 32 Avenue of the Americas, New York, New York, 10013-2412.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, do hereby further certify that the facts hereinabove stated are truly set forth and, accordingly, I have hereunto set my hand this twentieth day of October, 1994.


Incorporator