



Theresa A. Tharp
Direct 502 587-3748 Fax 502 540-2291 E-mail taa@gdm.com

January 27, 2009

Ms. Teresa Weber
Public Service Commission
211 Sower Boulevard
P.O. Box 615
Frankfort, Kentucky 40602-0615

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COMMISSION

Re: Case No. 2009-00004 (Cell Tower / "Short Creek") and
Case No. 2009-00021 (Cell Tower/ "Jarvis")
Correction of Filing Deficiencies

Dear Ms. Weber:

Per our telephone conversation today, I am herewith submitting additional and newly certified corporate documents for our Applicant, Powertel Memphis Inc. d/b/a T-Mobile Kentucky, for the above-referenced cell tower applications. Those applications were filed with your office on January 14 and January 22, 2009, respectively.

As you have instructed, enclosed are two sets of the corporate documents for each of the cases referenced above. Please remove all corporate documents previously filed under **Tab A** with those applications, and replace them with these new corporate documents.

We trust our filings will now be in order, and look forward to hearing from your office again as these cases proceed through the system. Thank you for your assistance with these matters.

Sincerely,

Theresa A. Tharp
Paralegal

Enclosures

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

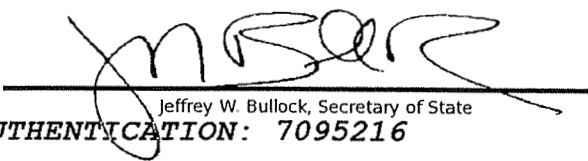
"POWERTEL/KENTUCKY, INC.", A DELAWARE CORPORATION,
WITH AND INTO "POWERTEL/MEMPHIS, INC." UNDER THE NAME OF
"POWERTEL/MEMPHIS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2005, AT
11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY,
A.D. 2006, AT 12:30 O'CLOCK A.M.

2447268 8100M

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7095216

DATE: 01-22-09

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Powertel/Memphis, Inc.
_____, and the name of the corporation being
merged into this surviving corporation is Powertel/Kentucky, Inc.
_____.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is Powertel/Memphis, Inc.
_____ a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on January 1, 2006 at 12:30 a.m..

SIXTH: The Agreement of Merger is on file at _____
12920 SE 38th Street, Bellevue, WA 98006, the place of business
of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 15th day of December, A.D.,
2005.

By: /s/ David A. Miller
Authorized Officer

Name: David A. Miller
Print or Type

Title: Senior Vice President

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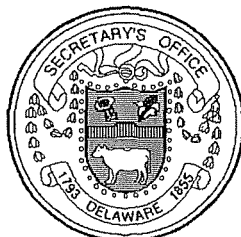
PAGE 1


The First State

I, JEFFREY W. BULLOCK, 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 "POWERTEL/KENTUCKY, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JULY, A.D. 1997, AT 9 O'CLOCK A.M.

2777736 8100

090058743




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7095212

DATE: 01-22-09

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

CERTIFICATE OF INCORPORATION
OF
POWERTEL/KENTUCKY, INC.

1. NAME

The name of this corporation is Powertel/Kentucky, Inc. (the "Corporation").

2. REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be located at 1013 Centre Road, Wilmington, Delaware 19805 in the County of New Castle. The registered agent of the Corporation at such address shall be Corporation Service Company.

3. PURPOSE AND POWERS

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 of the State of Delaware (the "Delaware General Corporation Law"). The Corporation shall have all power necessary or helpful to engage in such acts and activities.

4. CAPITAL STOCK

4.1. Authorized Shares

The total number of shares of all classes of stock that the Corporation shall have the authority to issue is One Thousand (1,000) shares of voting common stock, all of one class, having a par value of \$.01 per share ("Common Stock")

4.2. Common Stock

4.2.1. Relative Rights

Each share of Common Stock shall have the same relative rights as and be identical in all respects to all the other shares of Common Stock.

4.2.2. Dividends

Whenever there shall have been paid, or declared and set aside for payment, to the holders of shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then dividends may be paid on the Common Stock and on any class or series of stock entitled to participate therewith as to dividends, out of any assets legally available for the payment of dividends thereon, but only when and as declared by the Board of Directors of the Corporation.

4.2.3. Dissolution, Liquidation, Winding Up

In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall become entitled to participate in the distribution of any assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation or winding up the full preferential amounts (if any) to which they are entitled.

4.2.4. Voting Rights

Each holder of shares of Common Stock shall be entitled to attend all special and annual meetings of the stockholders of the Corporation and, share for share and without regard to class, together with the holders of all other classes of stock entitled to attend such meetings and to vote (except any class or series of stock having special voting rights), to cast one vote for each outstanding share of Common Stock so held upon any matter or thing (including, without limitation, the election of one or more directors) properly considered and acted upon by the stockholders.

5. INCORPORATOR; INITIAL DIRECTORS

5.1. Incorporator

The name and mailing address of the incorporator (the "incorporator") is Jill F. Dorsey, Vice President/General Counsel, Powertel, Inc., 1233 O.G. Skinner Dr., West Point, GA 31833. The powers of the Incorporator shall terminate upon the filing of this Certificate of Incorporation.

5.2. Initial Directors

The following persons, having the following mailing addresses, shall serve as the directors of the Corporation until the first annual meeting of the stockholders of the Corporation or until their successors are elected and qualified:

| NAME | MAILING ADDRESS |
|--------------------|--|
| Fred G. Astor, Jr. | 1233 O.G. Skinner Dr. West Point, Georgia 31833 |
| Allen E. Smith | 1233 O.G. Skinner Dr. West Point, Georgia 31833 |
| Michael P. Tatom | 1233 O.G. Skinner Dr. West Point, Georgia 31833 |

6. BOARD OF DIRECTORS

6.1. Number; Election

The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the bylaws of the Corporation. Unless and except to the extent that the bylaws of the Corporation shall otherwise require, the election of directors of the Corporation need not be by written ballot.

6.2. Limitation of Liability

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for the types of liability set forth in Section 174 of the Delaware General Corporation Law; or (d) for any transaction from which the director received any improper personal benefit.

7. INDEMNIFICATION

To the extent permitted by law, the Corporation shall fully indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director or officer or employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or officer or employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

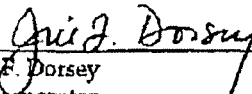
The Corporation shall advance expenses (including attorneys' fees) incurred by a director or officer in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to indemnification.

The Corporation shall advance expenses (including attorneys' fees) incurred by an employee or agent in advance of the final disposition of such action, suit or proceeding upon such terms and conditions, if any, as the Board of Directors deems appropriate.

8. AMENDMENT OF BYLAWS

In furtherance and not in limitation of the powers conferred by the Delaware General Corporation Law, the Board of Directors of the Corporation is expressly authorized and empowered to adopt, amend and repeal the bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Delaware General Corporation Law, hereby certifies that the facts hereinabove stated are truly set forth, and accordingly executes this Certificate of Incorporation as of this 25 day of July, 1997.



Jill F. Dorsey
Incorporator

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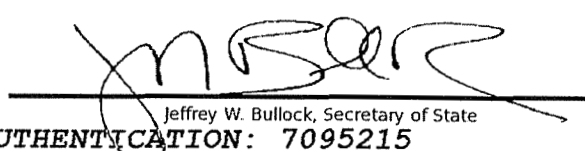
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INTERCEL MEMPHIS MTA, INC.", CHANGING ITS NAME FROM "INTERCEL MEMPHIS MTA, INC." TO "POWERTEL/MEMPHIS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 1996, AT 9 O'CLOCK A.M.

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at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7095215

DATE: 01-22-09

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
INTERCEL MEMPHIS MTA, INC.

InterCel Memphis MTA, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: That in accordance with the requirements of Section 242 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation, acting by written consent signed by all of the directors of the Corporation pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, duly adopted resolutions: (1) proposing and declaring advisable the changing of the Corporation's name to "Powertel/Memphis, Inc.," (2) proposing and declaring advisable the amendment of the Certificate of Incorporation of the Corporation to reflect such change and (3) recommending that such name change and amendment be submitted to the sole stockholder of the Corporation for consideration, action and approval.

SECOND: That the amendment to the Certificate of Incorporation of the Corporation is as follows:

ARTICLE FIRST of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:


"FIRST. The name of the corporation is
Powertel/Memphis, Inc. (the "Corporation")."

THIRD. That thereafter, pursuant to resolution of the Board of Directors, the sole stockholder of the Corporation, acting by written consent in accordance with Sections 228 and 229 of the General Corporation Law of the State of Delaware, duly approved such name change and the aforesaid amendment to the Certificate of Incorporation of the Corporation to reflect such name change.

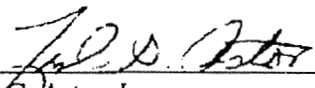
FOURTH: That the aforesaid amendment to the Certificate of Incorporation of the Corporation was duly adopted in accordance with the provisions of Sections 141(f), 228, 229 and 242 of the General Corporation Law of the State of Delaware.

FIFTH: That upon this Certificate of Amendment of Certificate of Incorporation becoming effective, the name of the Corporation shall be changed to "Powertel/Memphis, Inc."

IN WITNESS WHEREOF, InterCel Memphis MTA, Inc has caused this Certificate of Amendment of Certificate of Incorporation to be signed by Allen E. Smith, its President, and attested by Fred G. Astor, Jr., its Secretary, on July 9, 1996.

By: 
Allen E. Smith
President

Attest:


Fred G. Astor, Jr.
Secretary

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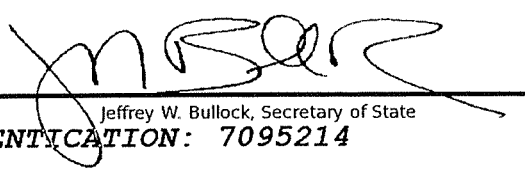
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SOUTH ATLANTIC PCS CORPORATION", CHANGING ITS NAME FROM "SOUTH ATLANTIC PCS CORPORATION" TO "INTERCEL MEMPHIS MTA, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF FEBRUARY, A.D. 1996, AT 9:05 O'CLOCK A.M.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7095214

DATE: 01-22-09

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SOUTH ATLANTIC PCS CORPORATION

South Atlantic PCS Corporation (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: That in accordance with the requirements of Section 242 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation, acting by written consent signed by all of the directors of the Corporation pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, duly adopted resolutions: (1) proposing and declaring advisable the changing of the Corporation's name to "InterCel Memphis MTA, Inc.," (2) proposing and declaring advisable the amendment of the Certificate of Incorporation of the Corporation to reflect such change and (3) recommending that such name change and amendment be submitted to the sole stockholder of the Corporation for consideration, action and approval.

SECOND: That the amendment to the Certificate of Incorporation of the Corporation is as follows:

ARTICLE FIRST of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

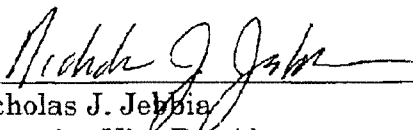
"FIRST. The name of the corporation is InterCel Memphis MTA, Inc. (the "Corporation")."

THIRD: That thereafter, pursuant to resolution of the Board of Directors, the sole stockholder of the Corporation, acting by written consent in accordance with Sections 228 and 229 of the General Corporation Law of the State of Delaware, duly approved such name change and the aforesaid amendment to the Certificate of Incorporation of the Corporation to reflect such name change.

FOURTH: That the aforesaid amendment to the Certificate of Incorporation of the Corporation was duly adopted in accordance with the provisions of Sections 141(f), 228, 229 and 242 of the General Corporation Law of the State of Delaware.

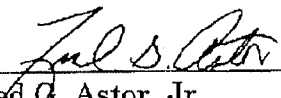
FIFTH: That upon this Certificate of Amendment of Certificate of Incorporation becoming effective, the name of the Corporation shall be changed to "InterCel Memphis MTA, Inc."

IN WITNESS WHEREOF, South Atlantic PCS Corporation has caused this Certificate of Amendment of Certificate of Incorporation to be signed by Nicholas J. Jebbia, its Executive Vice President, and attested by Fred G. Astor, Jr., its Secretary, on February 19, 1996.

By: 

Nicholas J. Jebbia
Executive Vice President

Attest:



Fred G. Astor, Jr.
Secretary

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Delaware

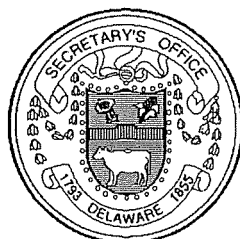
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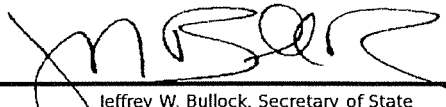
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SOUTH ATLANTIC PCS CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 1994, AT 9:30 O'CLOCK A.M.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7095213

DATE: 01-22-09

CERTIFICATE OF INCORPORATION
OF
SOUTH ATLANTIC PCS CORPORATION

* * * * *

FIRST. The name of the corporation is South Atlantic PCS Corporation (the "Corporation").

SECOND. The address of the registered office of the Corporation in the State of Delaware is 32 Loockerman Square, Suite L-100, in the City of Dover, Kent County, Delaware 19904. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

THIRD. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock with a par value of One Cent (\$.01) per share.

FIFTH. The Corporation is to have perpetual existence.

SIXTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.

B. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

C. The books of the Corporation may be kept at such place within or without the State of Delaware as the By-Laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.


SEVENTH. The Corporation eliminates the personal liability of each member of its Board of Directors to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that, to the extent provided by applicable law, the foregoing shall not eliminate the liability of a director (i) for any breach of such director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code or (iv) for any transaction from which such director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

EIGHTH. The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon a stockholder herein are granted subject to this reservation.

NINTH. The name and mailing address of the sole incorporator is as follows:

| <u>Name</u> | <u>Mailing Address</u> |
|-------------------|---|
| Suanne M. Garnier | Testa, Hurwitz & Thibeault 53 State Street Boston, MA 02109 |

I, THE UNDERSIGNED, being the sole incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 26th day of October, 1994.


Suanne M. Garnier
Sole Incorporator

PARA5675/1.AD2