



1578 Highway 44 East, Suite 6
P.O. Box 369
Shepherdsville, KY 40165-0369
Phone (502) 955-4400 or (800) 516-4293
Fax (502) 543-4410 or (800) 541-4410

March 11, 2005

VIA HAND DELIVERY

RECEIVED

Kentucky Public Service Commission
Attn: Mr. Jeff Cline
211 Sower Blvd.
P.O. Box 615
Frankfort, KY 40602-0615

MAR 11 2005

**PUBLIC SERVICE
COMMISSION**

RE: Application to Construct Wireless Communications Facility
Location: 175 East Union Road, Carlisle, Kentucky 40311
Applicant: New Cingular Wireless PCS, LLC
Site Name: Nicholas

Dear Mr. Cline:

04202400

On behalf of our client New Cingular Wireless PCS, LLC, we are submitting the enclosed copy of certificate of merger between New Cingular Wireless PCS, LLC and BellSouth Mobility, LLC. We are also submitting the enclosed copy of certificate of merger between New Cingular Wireless PCS, LLC and BellSouth Personal Communications, LLC. If you require any additional information regarding the merger, then please do not hesitate to contact us.

Sincerely,

A handwritten signature in dark ink, appearing to read "D. Pike", written over a horizontal line.

David A. Pike
Attorney for New Cingular Wireless PCS, LLC

enclosures

Add: New Cingular Wireless PCS, LLC 04202400
MAKE INACTIVE: Bell South Mobility, LLC 10603
BellSouth Personal Communications 04100600

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 MERGER, WHICH MERGES:

"AB CELLULAR LA, LLC", A DELAWARE LIMITED LIABILITY COMPANY,
"AMERITECH MOBILE COMMUNICATIONS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"AMERITECH WIRELESS COMMUNICATIONS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"AMT CELLULAR LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"ATG II, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"ATG I, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"ATLANTIC CELLULAR TELEPHONE OF DELAWARE, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"AWG LLC", A DELAWARE LIMITED LIABILITY COMPANY,

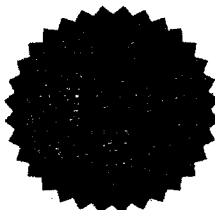
"BELLSOUTH PERSONAL COMMUNICATIONS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"CELLULAR SERVICES OF BUFFALO, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"CINGULAR FUNDING LLC", A DELAWARE LIMITED LIABILITY COMPANY,

2445544 8100M

040945350



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3587028

DATE: 12-30-04

Delaware

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The First State

"CINGULAR NEW ENGLAND LICENSE SUB LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"CINGULAR WIRELESS ROADRUNNER LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"CINGULAR WIRELESS SPECTRUM SUB B LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"CINGULAR WIRELESS SPECTRUM SUB A LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"COMET WIRELESS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"CONTINENTAL INTERCELL, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"FIRST CELLULAR GROUP OF SHREVEPORT, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"GSM CORRIDOR, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"INDIANA LENDING LLC", A DELAWARE LIMITED LIABILITY COMPANY,

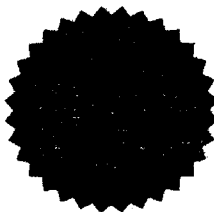
"JETHRO, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"LIN BROADCASTING, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"LITCHFIELD ACQUISITION, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

2445544 8100M

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Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3587028

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Delaware

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"LOUISIANA MOBILE SYSTEMS, LLC", A DELAWARE LIMITED
LIABILITY COMPANY,

"MCCAW CELLULAR COMMUNICATIONS, LLC", A DELAWARE LIMITED
LIABILITY COMPANY,

"MILWAUKEE ACQUISITION SUBSIDIARY, LLC", A DELAWARE LIMITED
LIABILITY COMPANY,

"MILWAUKEE PCS LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"MMJ, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"NEW CINGULAR WIRELESS ACQUISITION I, LLC", A DELAWARE
LIMITED LIABILITY COMPANY,

"NEW CINGULAR WIRELESS IDGAR, LLC", A DELAWARE LIMITED
LIABILITY COMPANY,

"NEW CINGULAR WIRELESS INTERESTS, LLC", A DELAWARE LIMITED
LIABILITY COMPANY,

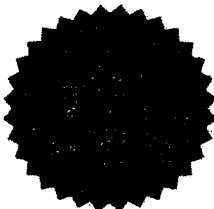
"NEW CINGULAR WIRELESS OF SANTA BARBARA, LLC", A DELAWARE
LIMITED LIABILITY COMPANY,

"NEW CINGULAR WIRELESS PCS/CLC-2, LLC", A DELAWARE LIMITED
LIABILITY COMPANY,

"NEW CINGULAR WIRELESS PCS INTERESTS, LLC", A DELAWARE
LIMITED LIABILITY COMPANY,

2445544 8100M

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The First State

"NEW CINGULAR WIRELESS PCS OF CLEVELAND, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"NEW CINGULAR WIRELESS PCS HOLDING COMPANY, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"NEW CINGULAR WIRELESS RECEIVABLES, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"NEW CINGULAR WIRELESS ROADRUNNER LICENSE SUB, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"NEW CINGULAR WIRELESS ROADRUNNER SUB I, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"NEW CINGULAR WIRELESS ROADRUNNER SUB (COLORADO), LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"NEW CINGULAR WIRELESS ROADRUNNER, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"NEW CINGULAR WIRELESS SERVICES OF SAN DIEGO, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"NEW CINGULAR WIRELESS SERVICES OF NORTH CAROLINA, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"NEW CINGULAR WIRELESS SERVICES OF MASSACHUSETTS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

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The First State

"NEW CINGULAR WIRELESS SERVICES OF CALIFORNIA, LLC", A
DELAWARE LIMITED LIABILITY COMPANY,

"NEW CINGULAR WIRELESS SERVICES NEWCOM JV, LLC", A DELAWARE
LIMITED LIABILITY COMPANY,

"NEW CINGULAR WIRELESS SERVICES JV, LLC", A DELAWARE LIMITED
LIABILITY COMPANY,

"NEW CINGULAR WIRELESS SERVICES EQUIPMENT COMPANY, LLC", A
DELAWARE LIMITED LIABILITY COMPANY,

"NEW CINGULAR WIRELESS SERVICES OF COLORADO, LLC", A
DELAWARE LIMITED LIABILITY COMPANY,

"NEW VANGUARD CHINA, LLC", A DELAWARE LIMITED LIABILITY
COMPANY,

"NORTH AMERICAN CELLULAR NETWORK, LLC", A DELAWARE LIMITED
LIABILITY COMPANY,

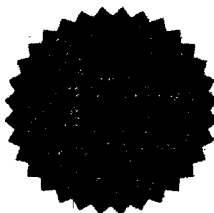
"PACIFIC BELL WIRELESS NORTHWEST, LLC", A DELAWARE LIMITED
LIABILITY COMPANY,

"PACIFIC TELESIS MOBILE SERVICES, LLC", A DELAWARE LIMITED
LIABILITY COMPANY,

"PISCATAQUA CELLULAR TELEPHONE OF DELAWARE, LLC", A DELAWARE
LIMITED LIABILITY COMPANY,

2445544 8100M

040945350



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3587028

DATE: 12-30-04

Delaware

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The First State

"ROADRUNNER CINGULAR LICENSE SUB, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"ROADRUNNER OPERATING LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"RW ACQUISITION, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

"SBC WIRELESS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"SOUTHWESTERN BELL MOBILE SYSTEMS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"SOUTHWESTERN BELL WIRELESS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"TELECORP ACQUISITION SUB, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

"TELECORP HOLDING CORP. II, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

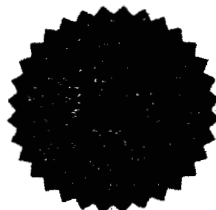
"TELECORP LMDS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"TELECORP PCS, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

"TELECORP WIRELESS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

2445544 8100M

040945350



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3587028

DATE: 12-30-04

Delaware

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The First State

"TRITEL A/B HOLDING, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"TRITEL C/F HOLDING, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"TRITEL, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"TRITEL PCS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"TRITON NETWORK SMLLC, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"VANGUARD CELLULAR FINANCIAL, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"VANGUARD CELLULAR HOLDING, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"VANGUARD CELLULAR OPERATING, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"VANGUARD CHINA, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

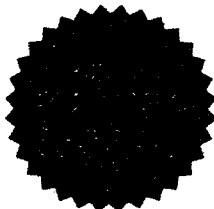
"VANGUARD COMMUNICATIONS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"VANGUARD PAKISTAN, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"WESTEL-INDIANAPOLIS LLC", A DELAWARE LIMITED LIABILITY

2445544 8100M

040945350



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3587028

DATE: 12-30-04

Delaware

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The First State

COMPANY,

"WINSTON, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"WISCONSIN ACQUISITION, LLC", A DELAWARE LIMITED LIABILITY
COMPANY,

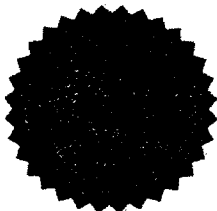
"ZEPHYR WIRELESS, L.L.C.", A DELAWARE LIMITED LIABILITY
COMPANY,

WITH AND INTO "NEW CINGULAR WIRELESS PCS, LLC" UNDER THE
NAME OF "NEW CINGULAR WIRELESS PCS, LLC", A LIMITED LIABILITY
COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF
DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH
DAY OF DECEMBER, A.D. 2004, AT 3:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2004.

2445544 8100M

040945350



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3587028

DATE: 12-30-04

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 MERGER, WHICH MERGES:

"BELLSOUTH MOBILITY, LLC", A GEORGIA LIMITED LIABILITY COMPANY,

"F C J, LLC", A GEORGIA LIMITED LIABILITY COMPANY,

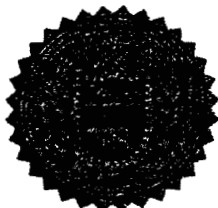
"FLORIDA CELLULAR SERVICES, LLC", A GEORGIA LIMITED LIABILITY COMPANY,

WITH AND INTO "NEW CINGULAR WIRELESS PCS, LLC" UNDER THE NAME OF "NEW CINGULAR WIRELESS PCS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2004, AT 4:18 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004.

2445544 8100M

040944707



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3587137

DATE: 12-30-04

**CERTIFICATE OF MERGER
OF
F C J, LLC,
FLORIDA CELLULAR SERVICES, LLC,
AND
BELLSOUTH MOBILITY LLC
(Georgia limited liability companies)
WITH AND INTO
NEW CINGULAR WIRELESS PCS, LLC
(a Delaware limited liability company)**

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act, New Cingular Wireless PCS, LLC submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation of each limited liability company which is to merge are:

<u>Name</u>	<u>Jurisdiction</u>
New Cingular Wireless PCS, LLC	Delaware
F C J, LLC	Georgia
Florida Cellular Services, LLC	Georgia
BellSouth Mobility LLC	Georgia

2. An Agreement and Plan of Merger has been approved and executed by each limited liability company which is to merge.
3. The name of the surviving domestic limited liability company is New Cingular Wireless PCS, LLC.
4. The merger shall be effective as of December 31, 2004.
5. The Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company which is located at 5565 Glenridge Connector, N.E., Suite 1725B, Atlanta, Georgia, 30342.
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member of any limited liability company which is to merge.

[Remainder of Page Intentionally Left Blank. Signature on Following Page.]

IN WITNESS WHEREOF, New Cingular Wireless PCS, LLC has caused this Certificate of Merger to be executed by a duly authorized officer this 27th day of December, 2004.

NEW CINGULAR WIRELESS PCS, LLC

By: Cingular Wireless LLC, its Manager

By: Carolyn J. Wilder
Carolyn J. Wilder
Assistant Secretary

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 043650660
CONTROL NUMBER : 0043452
EFFECTIVE DATE : 12/31/2004
REFERENCE : 0070
PRINT DATE : 12/31/2004
FORM NUMBER : 441

ALSTON & BIRD LLP
JAN R. EZELL
1201 WEST PEACHTREE STREET
ATLANTA GA 303093424

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

NEW CINGULAR WIRELESS PCS, LLC, A DELAWARE LIMITED LIABILITY COMPANY

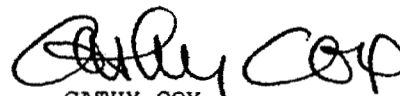
Nonsurviving Entity/Entities:

FLORIDA CELLULAR SERVICE, LLC, A GEORGIA LIMITED LIABILITY COMPANY

BELLSOUTH MOBILITY LLC, A GEORGIA LIMITED LIABILITY COMPANY

F C J, LLC, A GEORGIA LIMITED LIABILITY COMPANY




CATHY COX
SECRETARY OF STATE

ARTICLES OF MERGER

OF

BELLSOUTH MOBILITY LLC

F C J, LLC

AND

FLORIDA CELLULAR SERVICE, LLC

(Georgia limited liability companies)

WITH AND INTO

NEW CINGULAR WIRELESS PCS, LLC

(a Delaware limited liability company)

Pursuant to the provisions of Section 14-11-904 of the Georgia Limited Liability Company Act, New Cingular Wireless PCS, LLC, a Delaware limited liability company, submits the following Articles of Merger:

1. The name and jurisdiction of organization or formation of each of the constituent entities that are merging is:

<u>NAME</u>	<u>JURISDICTION</u>
BellSouth Mobility LLC	Georgia
F C J, LLC	Georgia
Florida Cellular Service, LLC	Georgia

2. The name and jurisdiction of organization or formation of the surviving entity into which each other constituent entity is merging is:

<u>NAME</u>	<u>JURISDICTION</u>
New Cingular Wireless PCS, LLC	Delaware

3. The effective date of the merger is to be December 31, 2004.
4. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company, which is located at 5565 Glenridge Connector, N.E., Suite 1725B, Atlanta, Georgia, 30342.
5. A copy of the Agreement and Plan of Merger will be furnished by the surviving entity, on request and without cost, to any member of any constituent entity.
6. The Agreement Plan of Merger has been duly authorized and approved by each constituent business entity in accordance with Section 14-11-903 of the Georgia Limited Liability Company Act.

7. The Secretary of State of the State of Georgia is appointed as agent of the surviving limited liability company, on whom process in Georgia in any action, suit or proceeding for the enforcement of an obligation of each limited liability company constituent to the merger may be served, and the address to which a copy of the process is to be mailed is Legal Dept. – RTC1, 8645 154th Avenue, NE, Redmond, WA 98052, Attention: Beth Crowder.

[Signature on following page]

IN WITNESS WHEREOF, New Cingular Wireless PCS, LLC has caused these Articles of Merger to be executed by its Manager this 27th day of December, 2004.

NEW CINGULAR WIRELESS PCS, LLC

By: Cingular Wireless LLC, its Manager

By: Carolyn J. Wilder
Carolyn J. Wilder
Assistant Secretary

SECRETARY OF STATE
2004 DEC 27 P 12:35
CORPORATIONS DIVISION

**CERTIFICATE OF MERGER
OF
NEW CINGULAR WIRELESS PCS, LLC
(a Delaware limited liability company)**

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act, New Cingular Wireless PCS, LLC submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation of each limited liability company which is to merge are:

<u>Name</u>	<u>Jurisdiction</u>
New Cingular Wireless PCS, LLC	Delaware
First Cellular Group of Shreveport, LLC	Delaware
New Cingular Wireless Services of San Diego, LLC	Delaware
Litchfield Acquisition, LLC	Delaware
LIN Broadcasting, LLC	Delaware
AB Cellular LA, LLC	Delaware
New Cingular Wireless PCS/CLC-2, LLC	Delaware
New Cingular Wireless PCS Interests, LLC	Delaware
New Cingular Wireless PCS of Cleveland, LLC	Delaware
New Cingular Wireless PCS Holding Company, LLC	Delaware
Comet Wireless, LLC	Delaware
New Cingular Wireless Services of North Carolina, LLC	Delaware
New Cingular Wireless Services of Massachusetts, LLC	Delaware
Vanguard China, LLC	Delaware
New Vanguard China, LLC	Delaware
Vanguard Pakistan, LLC	Delaware
Piscataqua Cellular Telephone of Delaware, LLC	Delaware
Atlantic Cellular Telephone of Delaware, LLC	Delaware
New Cingular Wireless IDGAR, LLC	Delaware
Vanguard Communications, LLC	Delaware
Vanguard Cellular Holding, LLC	Delaware
Vanguard Cellular Operating, LLC	Delaware
Vanguard Cellular Financial, LLC	Delaware
Zephyr Wireless, L.L.C.	Delaware
Wisconsin Acquisition, LLC	Delaware
TeleCorp LMDS, LLC	Delaware
TeleCorp Holding Corp. II, LLC	Delaware
TeleCorp Acquisition Sub, L.L.C.	Delaware
RW Acquisition, L.L.C.	Delaware
TeleCorp PCS, L.L.C.	Delaware
Tritel C/F Holding, LLC	Delaware
Tritel A/B Holding, LLC	Delaware

Tritel PCS, LLC	Delaware
Jethro, LLC	Delaware
New Cingular Wireless of Santa Barbara, LLC	Delaware
Milwaukee Acquisition Subsidiary, LLC	Delaware
Milwaukee PCS LLC	Delaware
New Cingular Wireless Interests, LLC	Delaware
New Cingular Wireless Services of California, LLC	Delaware
Winston, LLC	Delaware
Tritel, LLC	Delaware
TeleCorp Wireless, LLC	Delaware
AWG LLC	Delaware
ATG II, LLC	Delaware
New Cingular Wireless Services NewCom JV, LLC	Delaware
New Cingular Wireless Services JV, LLC	Delaware
New Cingular Wireless Services Equipment Company, LLC	Delaware
New Cingular Wireless Receivables, LLC	Delaware
New Cingular Wireless Acquisition I, LLC	Delaware
AMT Cellular LLC	Delaware
Cellular Services of Buffalo, LLC	Delaware
Continental InterCell, LLC	Delaware
Indiana Lending LLC	Delaware
McCaw Cellular Communications, LLC	Delaware
North American Cellular Network, LLC	Delaware
ATG I, LLC	Delaware
New Cingular Wireless Services of Colorado, LLC	Delaware
Louisiana Mobile Systems, LLC	Delaware
MMJ, LLC	Delaware
SBC Wireless, LLC	Delaware
Ameritech Wireless Communications, LLC	Delaware
Ameritech Mobile Communications, LLC	Delaware
Cingular Wireless Spectrum Sub B LLC	Delaware
Roadrunner Operating LLC	Delaware
Cingular New England License Sub LLC	Delaware
Roadrunner Cingular License Sub, LLC	Delaware
New Cingular Wireless Roadrunner License Sub, LLC	Delaware
New Cingular Wireless Roadrunner Sub I, LLC	Delaware
New Cingular Wireless Roadrunner Sub (Colorado), LLC	Delaware
New Cingular Wireless Roadrunner, LLC	Delaware
GSM Corridor, LLC	Delaware
Westel-Indianapolis LLC	Delaware
BellSouth Personal Communications, LLC	Delaware
Cingular Wireless Roadrunner LLC	Delaware
Cingular Wireless Spectrum Sub A LLC	Delaware
Pacific Telesis Mobile Services, LLC	Delaware
Pacific Bell Wireless Northwest, LLC	Delaware
Southwestern Bell Wireless, LLC	Delaware

Southwestern Bell Mobile Systems, LLC
Cingular Funding LLC
Triton Network SMLLC, LLC

Delaware
Delaware
Delaware

2. An Agreement and Plan of Merger has been approved and executed by each limited liability company which is to merge.
3. The name of the surviving domestic limited liability company is New Cingular Wireless PCS, LLC.
4. The merger shall be effective as of December 31, 2004.
5. The Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company which is located at 5565 Glenridge Connector, N.E., Suite 1725B, Atlanta, Georgia, 30342.
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member of any limited liability company which is to merge.

[Remainder of Page Intentionally Left Blank. Signature on Following Page.]

IN WITNESS WHEREOF, New Cingular Wireless PCS, LLC has caused this Certificate of Merger to be executed by a duly authorized officer this 27th day of December, 2004.

NEW CINGULAR WIRELESS PCS, LLC

By: Cingular Wireless LLC, its Manager

By: *Carolyn J. Wilder*
Carolyn J. Wilder
Assistant Secretary