

ATTACHMENT C

CERTIFICATE TO TRANSACT BUSINESS IN ILLINOIS
AND ARTICLES OF INCORPORATION



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 2, 2001

6150-291-2

C T CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD, IL 62704

RE METRO TELECONNECT COMPANIES, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

Jesse White

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
METRO TELECONNECT COMPANIES, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF PENNSYLVANIA HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 2ND day of MARCH A.D. 2001 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

This space for use by
Secretary of State

MAR 2 - 2001

JESSE WHITE
SECRETARY OF STATE

Date 03/02/01
License Fee \$ _____
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Penalties \$ _____
Approved: Mr. [Signature] \$ 100.00

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order
payable to "Secretary of State."

1. (a) CORPORATE NAME: Metro Teleconnect Companies, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Pennsylvania

(b) Date of Incorporation: January 25, 1996

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located: 2150 Herr Street, Harrisburg,
Pennsylvania 17103

(b) Address of principal office in Illinois: None
(if none, so state)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T Corporation System
First Name Middle Name Last Name

Registered Office c/o C T Corporation System, 208 S. La Salle Street
Number Street Suite #
Chicago 60604 Cook
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
See attached list of jurisdictions where now qualified.

6150-2912 Residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	<u>see attached list of officers</u>			
Secretary	_____			
Director	_____			
Director	_____			
Director	_____			

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

044 ✓

To provide telecommunication services. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the Pennsylvania Business Corporation Law of 1988 and permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
COMMON	VOTING	No par value	10,000	20
COMMON	NON-VOTING	No par value	10,000	980

9. Paid-in Capital: \$ 1,000 . 238072
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 848,194.14
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 20,153,849.45
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$.5 million

11. Interrogatories: (Important— this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
 Office: 2150 Herr Street, Harrisburg, Pennsylvania 17103.
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 1,000
- (d) Is the corporation transacting business in this state at this time? no
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**)

Dated 2/20 01 Metro Teleconnect Companies, Inc.
 (Month & Day) (Year) (Exact Name of Corporation)

attested by [Signature] by [Signature]
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Dave Hill, Secretary Chad Hazam, President
 (Type or Print Name and Title) (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Appendix to Illinois
Application for Certificate of Authority to Transact Business in Illinois

**Officers and Directors of
Metro Teleconnect Companies, Inc.**

- ✓ 1. Chad Hazam, President and Director
900 McCormick Road
Mechanicsburg, PA 17055

2. Karis Hazam, Vice-President and Director
900 McCormick Road
Mechanicsburg, PA 17055

- ✓ 3. Dave Hill, Secretary and Director
1650 Nottingham Road
Hummelstown, PA 17036

Appendix to Illinois
Application for Certificate of Authority to Transact Business in Illinois

**Jurisdictions Where Now Admitted or Qualified for
Metro Teleconnect Companies, Inc.**

States where qualified: Connecticut, Delaware, D.C., Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Puerto Rico, Rhode Island, Vermont, and West Virginia. U.S. Territories where qualified: Puerto Rico.

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 02, 2001

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

METRO TELECONNECT COMPANIES, INC.

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Incorporation and all Amendments which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Pizzingrilli

Secretary of the Commonwealth

DPOS

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

36

METRO TELECONNECT COMPANIES, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2618575

MICROFILM NUMBER: 2000026

0710-0711

CHARLES E FRIEDMAN ESQ
PO BOX 885
HARRISBURG PA 17108-0885

026-710

MAR 30 2000

Microfilm Number _____

Filed with the Department of State of _____

Entity Number 2618575

Kim Fung
Secretary of the Commonwealth

Secretary of the Commonwealth

JK

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Cellular Rentals, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 900 McCormick Road, Mechanicsburg, Pennsylvania 17055, Cumberland
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: 15 Pa. C. S. § 1306

4. The date of its incorporation is: January 25, 1995

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The name of the Corporation is changed to Metro Teleconnect Companies, Inc, and the Registered Office is changed to 2150 Herr Street, Harrisburg, Pennsylvania 17103, Dauphin County

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 28th day of MARCH, 2000.

Cellular Rentals, Inc.

(Name of Corporation)

BY:

Wladimir

(Signature)

TITLE:

President

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

FEBRUARY 02, 2001

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

METRO TELECONNECT COMPANIES, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Kim D'Amico

Secretary of the Commonwealth

DPOS

Microfilm Number _____

Filed with the Department of State of PENNSYLVANIA JAN 25 1986

Entity Number 2613575

[Signature]
Secretary of the Commonwealth

ACTING

ARTICLES OF INCORPORATION

DSCB:15-1306(Rev 89)

Indicate type of domestic corporation (check one):

- Business-stock (15 Pa. C.S. § 1306) Professional (15 Pa. C.S. § 2903)
- Business-nonstock (15 Pa. C.S. § 2102) Management (15 Pa. C.S. § 2701)
- Business-statutory close (15 Pa. C.S. § 2304a is applicable) Cooperative (15 Pa. C.S. § 7701)

1. The name of the corporation is: CELLULAR RENTALS INC.

This corporation is incorporated under the provisions of the Business Corporation Law of 1988.

2. The (a) address of this corporation's initial registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is:

(a)	<u>900 McCormick Road,</u>	<u>Mechanicsburg</u>	<u>PA</u>	<u>17055</u>	<u>Cumberland</u>
	Number and Street	City	State	Zip	County

(b)	_____	_____
	Name of Commercial Registered Office Provider	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The aggregate number of shares authorized is: 10,000 non-voting common 10,000 voting common (other provisions, if any, attach 8 1/2 x 11 sheet)

4. The name and address, including street and number, if any, of each incorporator is:			
Name	Address	Signature	Date
<u>Charles E. Friedman, Esq.</u>	<u>305 N. Front Street</u> <u>Harrisburg, PA 17108</u>	<i>[Signature]</i>	<u>1/23/86</u>

5. The specified effective date, if any, is: _____
month day year hour, if any

- 6. Any additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet.
- 7. Statutory close corporation only: Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "Public Offering" within the meaning of the Securities Act of 1933 (15U.S.C. § 77A et seq.).
- 8. Business cooperative corporations only: (Complete and strike out inapplicable term) The common bond of membership among its members/shareholders is: _____

PA DEPT. OF STATE

Name of Corporation Address of Registered Office or Name of Commercial Registered Office Provider
County

Cellular Rentals, Inc. 900 McCormick Road Mechanicsburg, PA 17055
Cumberland County

New York Teleconnect, Inc. (not qualified to do business in Pennsylvania)

DSCB:15-1926 (Rev 90)-2

4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on: _____ at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
Cellular Rentals, Inc.	"Adopted by the directors and shareholders pursuant to 15 Pa.C.S. § 1924(a)."

6. ~~(Strike out this paragraph if the plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.~~ The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street City State Zip County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 10 day of November, 1998.

(Name of Corporation)

Cellular Rentals, Inc.

BY: *Karis Hagan* (Signature)
TITLE: *President*

New York Teleconnect, Inc.

(Name of Corporation)

BY: *Clad Hagan* (Signature)
TITLE: *President*

DSCB:15-1926 (Rev 90)-3

Department of State
Corporation Bureau
P.O. Box 8722
Harrisburg, PA 17105-8722

Instructions for Completion of Form:

- A. One original of this form is required. The form shall be completed in black or blue-black ink in order to permit reproduction. The filing fee for this form is \$108 plus \$28 additional for each party in addition to two, made payable to the Department of State. PLEASE NOTE: A separate check is required for each form submitted.
- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following, in addition to the filing fee, shall accompany this form:
- (1) Three copies of a completed form DSCB:15-134B (Docketing Statement-Changes).
 - (2) Three copies of a completed form DSCB:15-134A (Docketing Statement), with respect to the new corporation resulting from a consolidation, unless the new corporation is a nonqualified foreign corporation.
 - (3) Any necessary copies of form DSCB:17.2 (Consent to Appropriation of Name) or form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Merger effecting a change of name, and the change in name shall contain a statement of the complete new name.
 - (4) Any necessary governmental approvals.
- D. If a new corporation results from the transaction the form should be rewritten as Articles of Consolidation and modified accordingly.
- E. A foreign business corporation may be a party to a merger notwithstanding the fact that it has not received a certificate of authority to do business in Pennsylvania. However, if the surviving corporation is a foreign corporation

PLAN OF MERGER

FIRST: (a) The name of each constituent corporation is as follows:

New York Teleconnect, Inc.
Cellular Rentals, Inc.

(b) The name of the surviving corporation is Cellular Rentals, Inc. and following the merger its name shall be Cellular Rentals, Inc.

SECOND: As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or series of shares entitled to vote</u>	<u>Shares entitled to vote as a class or series</u>
New York Teleconnect, Inc.	Common 1,000	common	
Cellular Rentals, Inc.	Voting common 1,000	voting common	

THIRD: The terms and conditions of the merger are as follows: There are two shareholders (collectively, "Shareholders" and individually, "Shareholder") of issued and outstanding shares of common stock of New York Teleconnect, Inc. Each Shareholder owns five-hundred shares of common stock of New York Teleconnect, Inc. At the effective date of the merger, by virtue of the merger and without any action on the part of the constituent corporations or the surviving corporation, each of the issued and outstanding shares of common stock of New York Teleconnect, Inc. shall be canceled and each Shareholder of New York Teleconnect, Inc. shall receive one fully paid and nonassessable share of voting common stock of Cellular Rentals, Inc. No other property, shares, other securities or consideration of any type will be distributed or issued in connection with or as a result of the merger.

FOURTH: There are no amendments or changes in the certificate of incorporation of the surviving corporation, Cellular Rentals, Inc.

FIFTH: The by-laws of the surviving corporation, Cellular Rentals, Inc., are confirmed.

SIXTH: This Plan of Merger shall become effective immediately upon compliance with the laws of the states of Pennsylvania and New York (hereinafter called the "Effective Date").

SEVENTH: The separate corporate existence of New York Teleconnect, Inc. shall cease forthwith upon the Effective Date.

EIGHTH: Cellular Rentals, Inc. agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amendable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving consolidated corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is Cellular Rentals, Inc., 900 McCormick Road, Mechanicsburg, Pennsylvania 17055. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

The foregoing Plan of Merger was duly adopted by the board of directors of each constituent corporation on the dates set forth below:

<u>NAME OF CORPORATION</u>	<u>DATE OF ADOPTION</u>
New York Teleconnect, Inc.	<u>11/2</u> , 1998
Cellular Rentals, Inc.	<u>11/2</u> , 1998

IN WITNESS WHEREOF each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Plan of Merger to be executed by its President and attested by its Secretary and its corporate seal to be hereunto affixed.

ATTEST:

Karis Hazam
Karis Hazam, Secretary

New York Teleconnect, Inc.

By: Chad Hazam
Chad Hazam, President

ATTEST:

Dave Hill
Dave Hill, Secretary

Cellular Rentals, Inc.

By: Karis Hazam
Karis Hazam, President

(Corporate Seal)

DATA\USER\TREYNOLD\HAZAM\MERG.PLN

9955-437

JUL 22 1999

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 2618575

Secretary of the Commonwealth *[Signature]* JK

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION
DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Cellular Rentals, Inc.

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 525 South 29th Street, Harrisburg, Pennsylvania 17104 Dauphin
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____

Number and Street City State Zip County

PA DEPT. OF STATE

JUL 22 1999
(PA. - 1424 - 11/1/93)

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 13 day of Apr, 1999.

Cellular Rentals, Inc.
(Name of Corporation)

BY: Karis Hazam
(Signature)

TITLE: President (Karis Hazam)

Metro Teleconnect, Inc.
(Name of Corporation)

BY: Kenneth W. Cox
(Signature)

TITLE: President (Kenneth Cox)

PLAN OF MERGER

FIRST: (a) The name of each constituent corporation is as follows:

Metro Teleconnect, Inc.
Cellular Rentals, Inc.

(b) The name of the surviving corporation is Cellular Rentals, Inc. and following the merger its name shall be Cellular Rentals, Inc.

SECOND: As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or series of shares entitled to vote</u>	<u>Shares entitled to vote as a class or series</u>
Metro Teleconnect, Inc.	1,000	common	
Cellular Rentals, Inc.	Voting common 1,000	voting common	

THIRD: The terms and conditions of the merger are as follows: There is one shareholder ("Shareholder") of issued and outstanding shares of common stock of Metro Teleconnect, Inc. At the effective date of the merger, by virtue of the merger and without any action on the part of the constituent corporations or the surviving corporation, each of the issued and outstanding shares of common stock of Metro Teleconnect, Inc. shall be canceled and Shareholder shall receive one-thousand (\$1,000) dollars for Shareholder's shares in Metro Teleconnect, Inc. No other property, shares, other securities or consideration of any type will be distributed or issued in connection with or as a result of the merger.

FOURTH: There are no amendments or changes in the certificate of incorporation of the surviving corporation, Cellular Rentals, Inc.

FIFTH: The by-laws of the surviving corporation, Cellular Rentals, Inc., are confirmed.

SIXTH: This Plan of Merger shall become effective immediately upon compliance with the laws of the states of Pennsylvania and Maryland (hereinafter called the "Effective Date").

SEVENTH: The separate corporate existence of Metro Teleconnect, Inc. shall cease

forthwith upon the Effective Date.

The foregoing Plan of Merger was duly adopted by the board of directors of each constituent corporation on the dates set forth below:

<u>NAME OF CORPORATION</u>	<u>DATE OF ADOPTION</u>
Metro Teleconnect, Inc.	<u>3/29</u> , 1999
Cellular Rentals, Inc.	<u>3/29</u> , 1999

IN WITNESS WHEREOF each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Plan of Merger to be executed by its President and attested by its Secretary and its corporate seal to be hereunto affixed.

ATTEST: Metro Teleconnect, Inc.

Tracey Morgan
Tracey Morgan, Secretary

By: Kenneth W. Cox
Kenneth Cox, President

(Corporate Seal)

Dave Hill
Dave Hill, Secretary

Cellular Rentals, Inc.

By: Karis Hazam
Karis Hazam, President

(Corporate Seal)

200026-710

MAR 30 2000

Microfilm Number _____

Filed with the Department of State of _____

Entity Number 2618575

Kim Fitzgerald
Secretary of the Commonwealth
JK

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Cellular Rentals, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 900 McCormick Road, Mechanicsburg, Pennsylvania 17055, Cumberland
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: 15 Pa. C. S. § 1306

4. The date of its incorporation is: January 25, 1995

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The name of the Corporation is changed to Metro Teleconnect Companies, Inc, and the Registered Office is changed to 2150 Herr Street, Harrisburg, Pennsylvania 17103, Dauphin County

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

PA DEPT. OF STATE

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8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 28th day of March, 2000.

Cellular Rentals, Inc.
(Name of Corporation)

BY: [Signature]
(Signature)

TITLE: President