

STATE OF ALABAMA)
JEFFERSON COUNTY)

ARTICLES OF ORGANIZATION OF
PELHAM WIRELESS LLC

We, the undersigned, desiring to form a
Limited Liability Company pursuant to the
Laws of the State of Alabama, certify as
follows:

1. The name of the Limited Liability Company is PELHAM WIRELESS LLC
2. The term of the LLC shall commence on the date of the filing of these Articles of Organization In the Office of the Judge of Probate of Jefferson County, Alabama, and shall continue until December 31, 2030, provided, however, that the Limited Liability Company shall terminate and dissolve prior to such date (a) upon the unanimous written consent of the member; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.
3. The purpose for which this Limited Liability Company is organized is:

To acquire, own, operate, manage, lease, retail, wholesale, storage and/or consignment of telephone services and wireless services including cellular phones and pager facilities, known as PELHAM WIRELESS LLC, located in Jefferson County, Alabama, and any and all other acts associated with the wireless business and to transact any or all other lawful business for which Limited Liability Companies may be organized under the Alabama Limited Liability Company Act.
4. The location and mailing address of the initial registered office shall be 3180 Pelham Pkwy. Pelham, AL 35124, and the name of the initial registered agent at that address shall be Tim Vittetoe.
5. The names and mailing addresses of the initial members in the Limited Liability Company are as follows:

NAME	MAILING ADDRESS
Tim Vittetoe	2216 Savoy St. Birmingham, AL 35226
Deborah Vittetoe	2216 Savoy St. Birmingham, AL 35226

6. The members of the Limited Liability Company shall have the right to admit additional members upon the unanimous written consent of all members of the Limited Liability Company.
7. The members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon the death, incompetence, retirement, resignation, removal, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company if (i) there are at least two remaining members or at least one remaining member and a new member is admitted; and (ii) the legal existence and business of the Limited Liability Company is continued by a written consent of all the remaining members within 90 days after the occurrence of the event of dissociation or as otherwise stated in the articles of organization.
8. The Limited Liability Company shall be managed by its members.

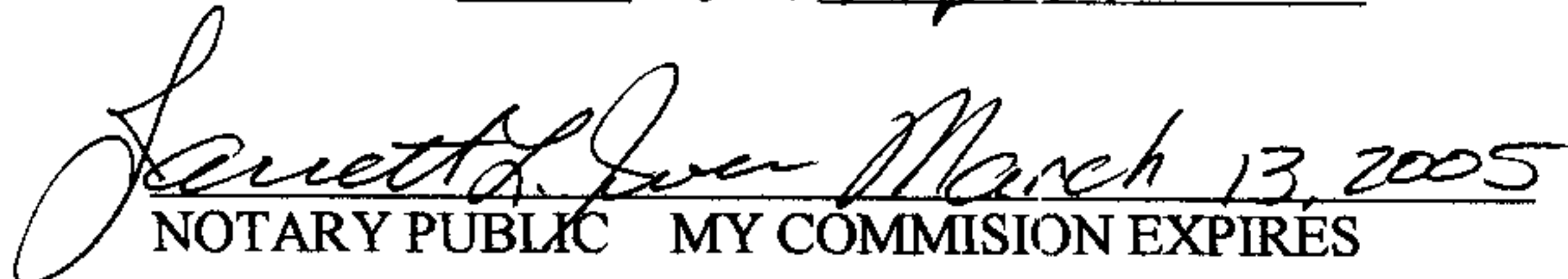
IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this the 25th day of April, 2001



STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that Tim Vittetore, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 24 day of, April 2001


NOTARY PUBLIC MY COMMISSION EXPIRES March 13, 2005

STATE OF ALABAMA)
JEFFERSON COUNTY)

Inst # 2001-16553

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03:06 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MB 80.00