

**FCC 490**

**FEDERAL COMMUNICATIONS COMMISSION**

Approved by OMB  
3060-0319  
Est. Avg. Burden Hours  
Per Response: 3 Hrs.

**FCC Use Only**  
(File Number)

**Application for Assignment of Authorization  
or Consent to Transfer of Control of Licensee**

Commercial Mobile Radio Services  
Rural Radiotelephone Service

FCC Use Only

**FILING FEE**

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See Associated FCC Form 159			\$	

**ASSIGNOR OR TRANSFEROR**

T1. Name of Assignor or Transferor <b>Existing Shareholders of Arch Communications Group, Inc.</b>		T2. Voice Telephone Number (508) 870-6700	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (508) 898-1953	
T5. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T6. City Westborough		T7. State MA	T8. Zip Code 01581
T9. Name of Contact Representative (if other than Assignor or Transferor) Kathryn Zachem, Esq.		T10. Voice Telephone Number (202) 783-4141	
T11. Firm or Company Name Wilkinson, Barker, Knauer & Quinn, LLP		T12. Fax Telephone Number (202) 783-5851	
T13. Mailing Street Address or P.O. Box 2300 N Street, N.W., Suite 700			
T14. City Washington		T15. State DC	T16. Zip Code 20037

**TYPE OF TRANSACTION**

T17. This application requests ( T )	<u>Assignment of authorization</u>	Consent to <u>Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? ( O* )	<u>Sale or other transfer or assignment of stock</u>	<u>Other</u>
* See Section II.C		
T19. This assignment of authorization or transfer of control of licensee is ( V )	<u>Voluntary</u>	<u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? ( N )	<u>Yes</u>	<u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? ( ** )	<u>Yes</u>	<u>No</u>
** Applicant will obtain all requisite state/local approvals		



### ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C	T28. See Section II.C
Shares issued and outstanding	T29. See Section II.C	T30. See Section II.C
Shares authorized	T31. See Section II.C	T32. See Section II.C

### ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D New Shareholders of Arch Communications Group, Inc.		T34. Voice Telephone Number (508) 898-0962	
T35. Assumed Name Used for Doing Business (if any) 1800 West Park Drive, Suite 250		T36. Fax Telephone Number (508) 898-1953	
T37. Mailing Street Address or P.O. Box			
T38. City Westborough		T39. State MA	T40. Zip Code 01581

### NEW LICENSEE INFORMATION

T41. Legal Name of Licensee Arch Connecticut Valley, Inc.		T42. Voice Telephone Number (508) 870-6700	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (508) 870-2760	
T45. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T46. City Westborough		T47. State MA	T48. Zip Code 01581
T49. Taxpayer Identification Number 04-2944388		T50. Internet or e-mail address	

### ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	( N )	<u>Yes</u>	<u>No</u>
T52. Is the assignee or transferee an alien or the representative of an alien?	( N )	<u>Yes</u>	<u>No</u>
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	( N )	<u>Yes</u>	<u>No</u>
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N )	<u>Yes</u>	<u>No</u>
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? <small>* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.</small>	( N )	<u>Yes</u>	<u>No</u>

## BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an Initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	( N )	Yes	No
See Section II.B			
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	( N )	Yes	No
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	( N )	Yes	No
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	( N )	Yes	No

## ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given, that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.	
T60. Typed Name of Person Signing Paul H. Kuzia	T61. Title Executive Vice President, Technology and Regulatory Affairs
T62. Signature 	T63. Date AUG 26 1998

## ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.				
T64. The assignee or transferee is a (an) ( C )	<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input checked="" type="checkbox"/> Partnership	<input type="checkbox"/> Corporation
T65. Typed Name of Person Signing Paul H. Kuzia	T66. Title Executive Vice President, Technology and Regulatory Affairs			
T67. Signature 	T68. Date AUG 26 1998			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).				

**ARCH CONNECTICUT VALLEY, INC.**

In response to Items T22 - T26, Arch Connecticut Valley, Inc. submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Specialized Mobile Radio Service (YX). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
WNAU450	Specialized Mobile Radio Service	YX	90

**APPLICATION FOR CONSENT TO TRANSFER OF CONTROL**

(Under 47 CFR 21, 23, 25 and 101) Read Instructions before completing.

**PART 1 - To be completed by Permittee or Licensee**

1(a) Name of Corporate Permittee or Licensee See Section II.C

Arch Paging, Inc.

Mailing Street Address or P. O. Box, City, State and ZIP Code  
 1800 West Park Drive, Suite 250  
 Westborough, MA 01581  
 Internet Address

Call Sign or Other FCC Identifier

See Exhibit 1

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	See associated FCC Form 159		\$
2			\$

FCC USE ONLY

Add all amounts in Column (3), lines 1 and 2.

Remit this amount with your application. >>> \$

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations  
 See Exhibit 1

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

Existing Shareholders of Arch Communications Group,  
 1800 West Park Drive, Suite 250  
 Westborough, MA 01581

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

New Shareholders of Arch Communications Group, Inc.  
 1800 West Park Drive, Suite 250  
 Westborough, MA 01581

5. Permittee or Licensee represents: (check one)

- That there is attached to this application as Exhibit No. 2 a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.
- That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: \_\_\_\_\_ Date filed: \_\_\_\_\_

**CERTIFICATION:** The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part 1 are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part 1 of this application are true, complete and correct to the best of his (her) knowledge and belief.

**Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).**

Printed/Typed Name of Permittee or Licensee (Must agree with Item 1) Arch Paging, Inc.	Signature 	Title (Office Held by Person Signing) Executive Vice President, Technology and Regulatory Affairs	Date AUG 26 1998
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**PART II - To be completed by Transferor**

6(a) Transfer of Control will be accomplished by: (check one)

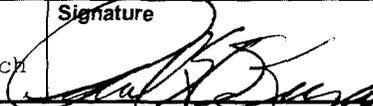
- Sale or other transfer or assignment of stock (Complete item 6(b)).
- Other (e.g., voting trust agreement, management contract, Court Order, etc.) See Section II.C

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred		
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. \_\_\_\_\_ a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc. See Sections II.C and VII.A

**CERTIFICATION:** The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents: that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief.

**Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).**

Printed/Typed Name of Transferor Licensee (Must agree with Item 3) Existing Shareholders of Arch Communications Group, Inc.	Signature 	Title (Office Held by Person Signing) Executive Vice President, Technology and Regulatory Affairs	Date AUG 26 1998
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**PART III - To be completed by Transferee**

8. Transferee is: (check one)

INDIVIDUAL

PARTNERSHIP

CORPORATION

UNINCORPORATED ASSOCIATION

9. Attach as Exhibit No. \* a statement of transferee's principal business. \*See Section VII.D

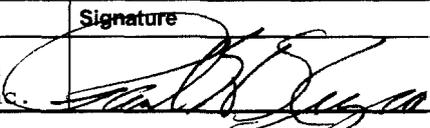
10. Attach as Exhibit No. \* a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity. \*See Section VII.D

	Place an "X" in the appropriate column.	YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	➤		N/A
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	➤		X
13. If transferee is a partnership, attach as Exhibit No. ____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof.			N/A
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:			
a. Under laws of what State or Country is it organized? Delaware			
(1) Attach as Exhibit No. * a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission. *See Section VII.E			
(2) Attach as Exhibit No. * the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent or more of the transferee's stock. *See Section VII.D			
b. Is any director or officer an alien?	➤		X
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	➤		X
d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. ____ the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.	➤		X
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	➤		X
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?	➤		X
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. ____ a statement relating the facts.	➤		X
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. ____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	➤		N/A
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. ____ a statement relating all the pertinent circumstances.	➤		X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No. ____ a statement relating the facts.	➤	But see	Section II.B
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. ____ a statement relating the facts.	➤		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. ____ a statement relating the facts.	➤		X
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤	X	See Section VII.D
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤		X

	Place an "X" in the appropriate column.	YES	NO
23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
a. Changes in the services currently offered? If "YES", attach as Exhibit No. _____ a brief statement of the proposed changes.	➤		X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.	➤		X
c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. *_____, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)	➤	*See Section II.C	
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. *_____. *Transferee stock will continue to be publicly traded	➤	X	
25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. _____, describe the obligations, methods by which acquired, and the dates on which they were obtained.	➤		X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. *_____ a single certified copy of such authorization. and local approvals	➤		
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?	➤	X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?	➤	X	
28. Attach as Exhibit No. *_____ a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.		*See Section IV	
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:			
a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?	➤		X
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?	➤		X
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	➤	X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?	➤	X	

**CERTIFICATION:** Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

**Willful false statements made on this application are punishable by fine and imprisonment (U. S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and or forfeiture (U.S. Code, Title 47, Section 503).**

Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
New Shareholders of Arch Communications Group, Inc.		Executive Vice President, Technology and Regulatory Affairs	AUG 26 1998

ARCH PAGING, INC.

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
WGX343	Point-to-Point Microwave Service	PTP	101
WHO364	Point-to-Point Microwave Service	PTP	101
WHO365	Point-to-Point Microwave Service	PTP	101
WHO415	Point-to-Point Microwave Service	PTP	101
WHO418	Point-to-Point Microwave Service	PTP	101
WHO618	Point-to-Point Microwave Service	PTP	101
WHO619	Point-to-Point Microwave Service	PTP	101
WHT214	Point-to-Point Microwave Service	PTP	101
WLB936	Point-to-Point Microwave Service	PTP	101
WLB937	Point-to-Point Microwave Service	PTP	101
WLB938	Point-to-Point Microwave Service	PTP	101
WMK881	Point-to-Point Microwave Service	PTP	101
WMK882	Point-to-Point Microwave Service	PTP	101
WMK883	Point-to-Point Microwave Service	PTP	101
WPNL502	Point-to-Point Microwave Service	PTP	101

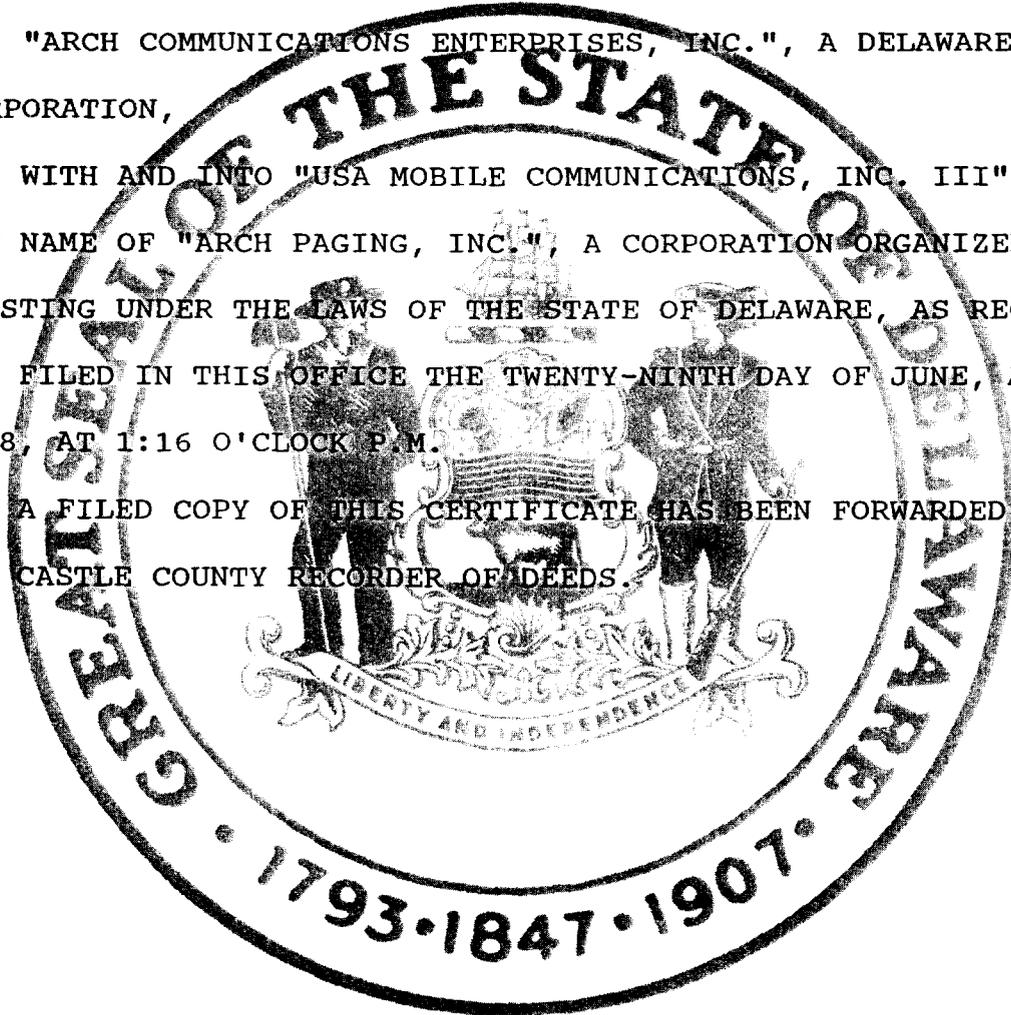
Office of the Secretary of State

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 MERGER, WHICH MERGES:

"ARCH COMMUNICATIONS ENTERPRISES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "USA MOBILE COMMUNICATIONS, INC. III" UNDER THE NAME OF "ARCH PAGING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 1998, AT 1:16 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2414295 8100M

981251963

AUTHENTICATION: 9168528

DATE: 06-29-98

CERTIFICATE OF MERGER

OF

ARCH COMMUNICATIONS ENTERPRISES, INC.  
(a Delaware corporation)

INTO

USA MOBILE COMMUNICATIONS, INC. III  
(a Delaware corporation)

USA Mobile Communications, Inc. III, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
USA Mobile Communications, Inc. III	Delaware
Arch Communications Enterprises, Inc.	Delaware

**SECOND:** That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is USA Mobile Communications, Inc. III .

**FOURTH:** That the Certificate of Incorporation of USA Mobile Communications, Inc. III, a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation, except to the extent amended hereby as follows:

Article FIRST of the Certificate of Incorporation of the surviving corporation be and hereby is amended to read in its entirety as follows:

"First. The name of the Corporation is  
Arch Paging, Inc."

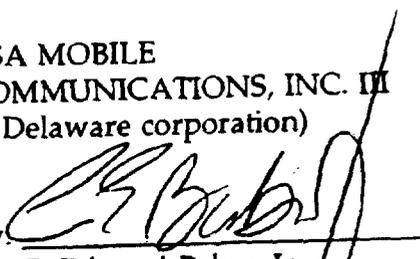
**FIFTH:** That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 1800 West Park Drive, Suite 250, Westborough, MA 01581.

**SIXTH:** That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation upon request and without cost to any stockholder of any constituent corporation.

**SEVENTH:** That this Certificate of Merger shall be effective upon filing.

IN WITNESS WHEREOF, USA Mobile Communications, Inc. III has caused this Certificate to be executed by its Chief Executive Officer this 29<sup>th</sup> day of June, 1998.

USA MOBILE  
COMMUNICATIONS, INC. III  
(a Delaware corporation)

By: 

C. Edward Baker, Jr.  
Chief Executive Officer

State of Delaware

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 MERGER, WHICH MERGES:

"PCI HOLDING COMPANY, INC." A PENNSYLVANIA CORPORATION,

"PREMIERE PAGE OF KANSAS, INC." A KANSAS CORPORATION,

"PROFESSIONAL COMMUNICATIONS, INC." A PENNSYLVANIA CORPORATION,

"PROFESSIONAL ELECTRONICS, INC." A PENNSYLVANIA CORPORATION,

"Q MEDIA COMPANY PAGING, INC." A DELAWARE CORPORATION,

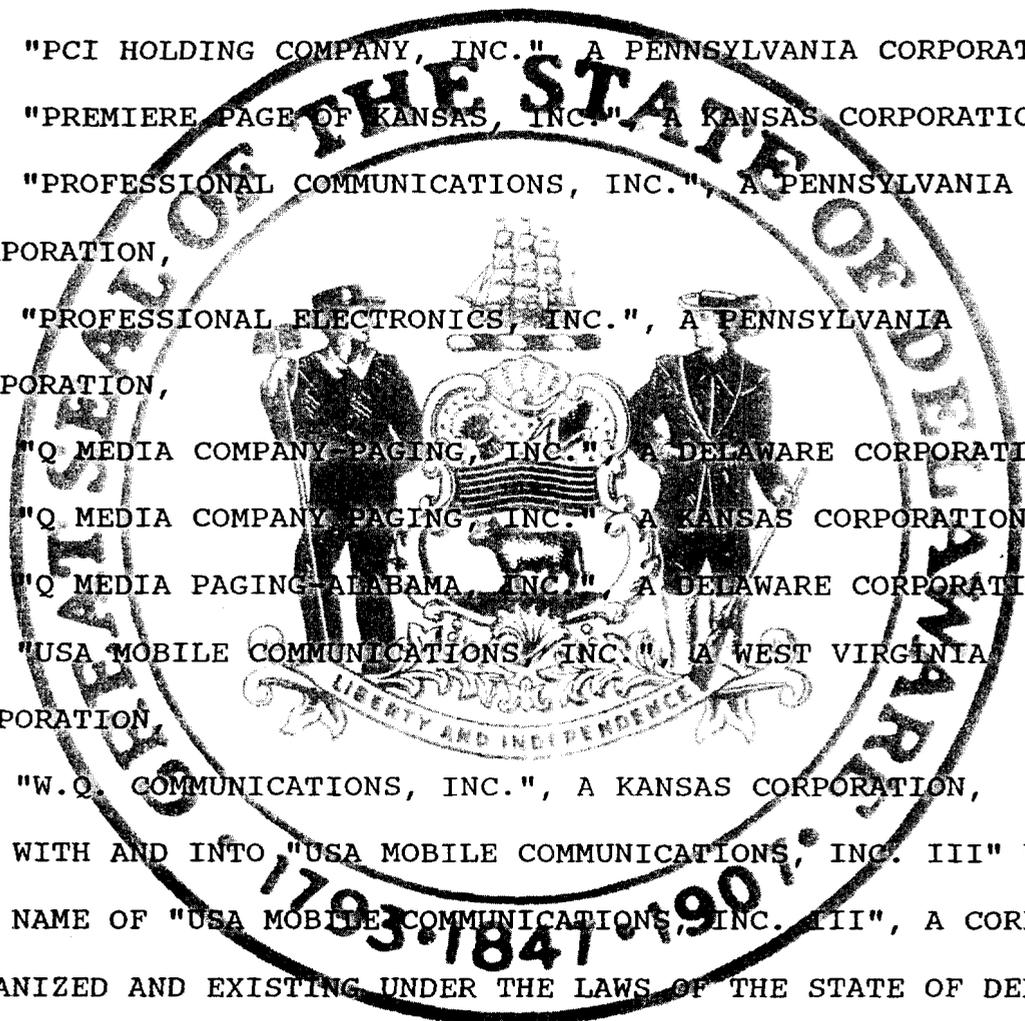
"Q MEDIA COMPANY PAGING, INC." A KANSAS CORPORATION,

"Q MEDIA PAGING-ALABAMA, INC." A DELAWARE CORPORATION,

"USA MOBILE COMMUNICATIONS, INC." A WEST VIRGINIA CORPORATION,

"W.Q. COMMUNICATIONS, INC." A KANSAS CORPORATION,

WITH AND INTO "USA MOBILE COMMUNICATIONS, INC. III" UNDER THE NAME OF "USA MOBILE COMMUNICATIONS, INC. III", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 1998, AT 1:14 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2414295 8100M

981251959

AUTHENTICATION: 9168485

DATE: 06-29-98

**CERTIFICATE OF MERGER**

**OF**

**USA Mobile Communications, Inc.**  
(a West Virginia corporation)

**Q Media Company-Paging, Inc.**  
(a Delaware corporation)

**Q Media Paging-Alabama, Inc.**  
(a Delaware corporation)

**Premiere Page of Kansas, Inc.**  
(a Kansas corporation)

**Q Media Company Paging, Inc.**  
(a Kansas corporation)

**W.Q. Communications, Inc.**  
(a Kansas corporation)

**PCI Holding Company, Inc.**  
(a Pennsylvania corporation)

**Professional Communications, Inc.**  
(a Pennsylvania corporation)

**Professional Electronics, Inc.**  
(a Pennsylvania corporation)

**WITH AND INTO**

**USA Mobile Communications, Inc. III**  
(a Delaware corporation)

USA Mobile Communications, Inc. III, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
USA Mobile Communications, Inc. III	Delaware
USA Mobile Communications, Inc.	West Virginia
Q Media Company-Paging, Inc.	Delaware
Q Media Paging-Alabama, Inc.	Delaware
Premiere Page of Kansas, Inc.	Kansas
Q Media Company Paging, Inc.	Kansas
W.Q. Communications, Inc.	Kansas
PCI Holding Company, Inc.	Pennsylvania
Professional Communications, Inc.	Pennsylvania
Professional Electronics, Inc.	Pennsylvania

**SECOND:** That an Agreement and Plan of Merger (the "Merger Agreement") between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware. The Merger Agreement provides that the merger of Q Media Paging-Alabama, Inc., a Delaware corporation, into USA Mobile Communications, Inc. III, a Delaware corporation ("USAM III"), shall be deemed to immediately precede the merger of Q Media Company Paging, Inc., a Delaware corporation, into USAM III, and that the merger of PCI Holding Company, Inc., a Pennsylvania corporation, into USAM III shall be deemed to immediately precede the merger of each of Professional Communications, Inc. and Professional Electronics, Inc., each a Pennsylvania corporation, into USAM III.

**THIRD:** That the name of the surviving corporation of the merger is USA Mobile Communications, Inc. III.

**FOURTH:** That the Certificate of Incorporation of USA Mobile Communications, Inc. III, a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

**FIFTH:** That the executed Merger Agreement is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 1800 West Park Drive, Suite 250, Westborough, MA 01581.

**SIXTH:** That a copy of the Merger Agreement will be furnished by the surviving corporation upon request and without cost to any stockholder of any constituent corporation.

**SEVENTH:** That the authorized capital stock of each constituent corporation which is not organized and existing under and by virtue of the General Corporation Law of the State of Delaware is as follows:

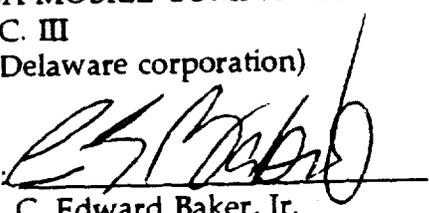
<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
USA Mobile Communications, Inc.	Common	200	No Par
Premiere Page of Kansas, Inc.	Class A Non-Voting Common	7,500	\$1.00
	Class A Voting Common	7,500	\$1.00
	Class B Non-Voting Common	44,500	\$1.00
	Class B Voting Common	44,500	\$1.00
	Class C Common	48,000	\$1.00
Q Media Company Paging, Inc.	Class A Non-Voting Common	7,500	\$1.00
	Class A Voting Common	7,500	\$1.00
	Class B Non-Voting Common	44,500	\$1.00
	Class B Voting Common	44,500	\$1.00
	Class C Common	48,000	\$1.00
W.Q. Communications, Inc.	Class A Common	7,500	\$1.00
	Class B Common	44,500	\$1.00

	Class C Common	48,000	\$1.00
PCI Holding Company, Inc.	Common	10,000	\$1.00
Professional Communications, Inc.	Common	2,500	\$10.00
Professional Electronics, Inc.	Common	100	\$100.00

**EIGHT:** That this Certificate of Merger shall be effective upon filing.

IN WITNESS WHEREOF, USA Mobile Communications, Inc. III has caused this Certificate to be executed by its Chief Executive Officer this 21<sup>st</sup> day of June 1998.

USA MOBILE COMMUNICATIONS,  
INC. III  
(a Delaware corporation)

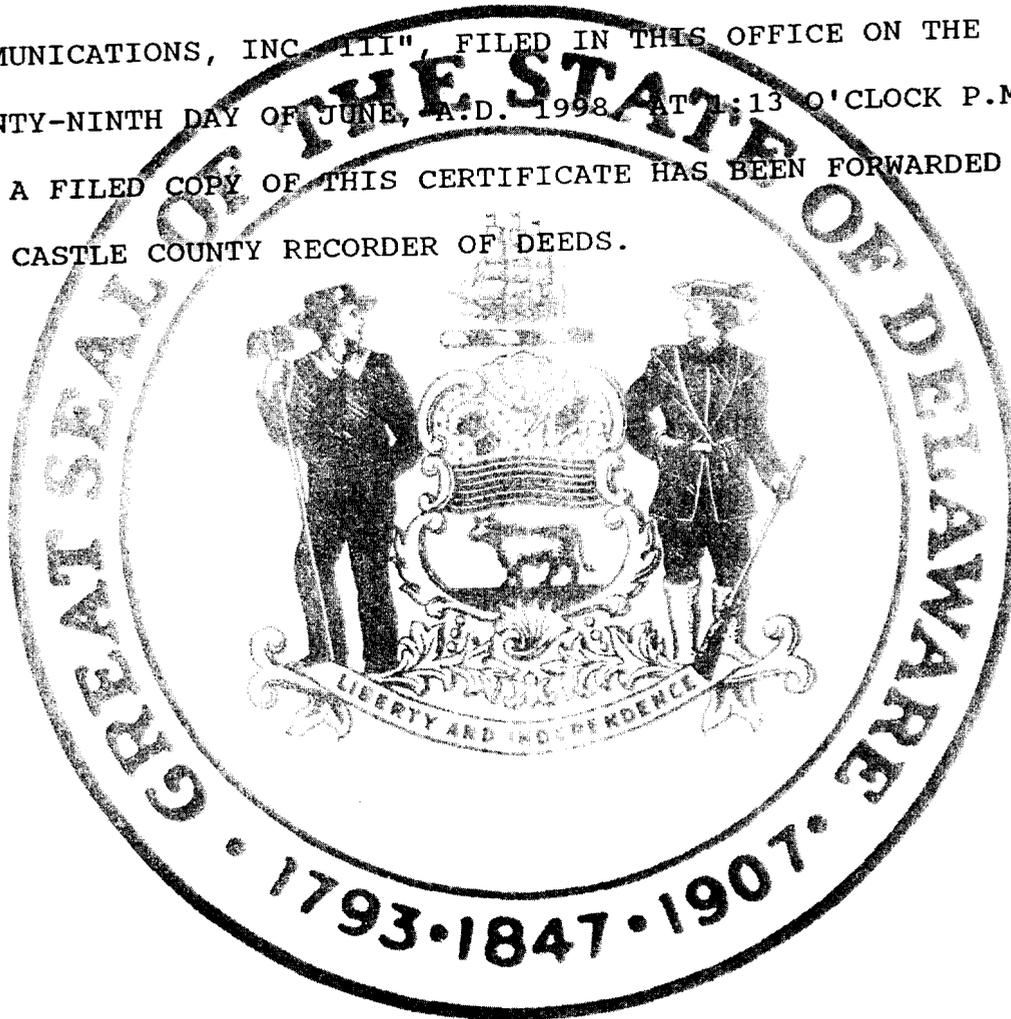
By:   
C. Edward Baker, Jr.  
Chief Executive Officer

State of Delaware

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 AMENDMENT OF "USA MOBILE COMMUNICATIONS, INC. III", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 1998, AT 1:13 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2414295 8100

981251956

AUTHENTICATION: 9168426

DATE: 06-29-98

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF

USA MOBILE COMMUNICATIONS, INC. III

USA Mobile Communications, Inc. III (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Delaware Corporation Law"), does hereby certify as follows:

1. By means of a Joint Unanimous Written Consent of Directors and Sole Stockholder of the Corporation dated June 24, 1998, taken pursuant to Sections 141(f) and 228 of the Delaware Corporation Law, a resolution was duly adopted, pursuant to Section 242 of the Delaware Corporation Law, setting forth an amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The resolution setting forth such amendment is as follows:

RESOLVED: That Article FOURTH of the Certificate of Incorporation of the Corporation be and hereby is amended to read in its entirety as follows (the "Amendment"):

"FOURTH. The total number of shares of stock which the Corporation shall have the authority to issue is 400,000 shares of Common Stock, \$0.01 par value per share.";

and that the Amendment is deemed advisable and in the best interests of the Corporation.

2. This Certificate of Amendment of Certificate of Incorporation of the Corporation (this "Certificate of Amendment") shall be effective immediately upon the filing hereof with the Secretary of State of the State of Delaware.

3. At any time prior to the effectiveness of this Certificate of Amendment, the Board of Directors of the Corporation may abandon the Amendment, without any further action by the stockholders of the Corporation.

EXECUTED by the undersigned on this 29<sup>th</sup> day of June 1998.

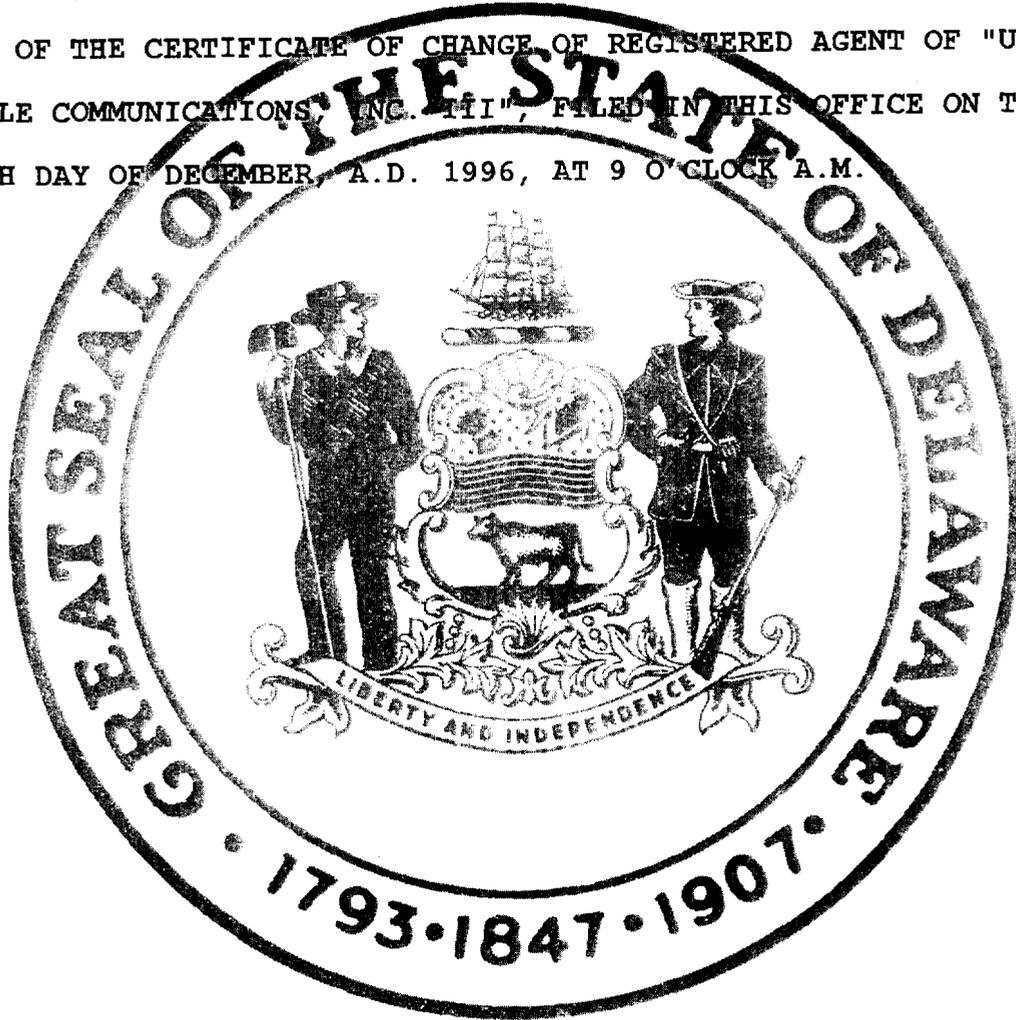
USA MOBILE COMMUNICATIONS, INC. III

By: [Signature]  
Name: Name: J. Roy Pottle  
Title: Chief Financial Officer

State of Delaware  
Office of the Secretary of State PAGE 1

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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 CHANGE OF REGISTERED AGENT OF "USA MOBILE COMMUNICATIONS, INC. III", FILED IN THIS OFFICE ON THE FIFTH DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2414295 8100

981090573

AUTHENTICATION: 8961972

DATE: 03-10-98

**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE AND OF  
REGISTERED AGENT**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is

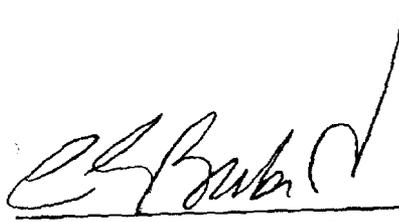
***USA MOBILE COMMUNICATIONS, INC. III***

2. The registered office of the corporation within the State of Delaware is hereby changed to 1013 Centre Road, City of Wilmington 19805, County of New Castle.

3. The registered agent of the corporation within the State of Delaware is hereby changed to CORPORATION SERVICE COMPANY, the business office of which is identical with the registered office of the corporation as hereby changed.

4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on *NOVEMBER 20, 1996*

  
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C. E. BAKER, JR., PRESIDENT

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "USA MOBILE COMMUNICATIONS, INC. III" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

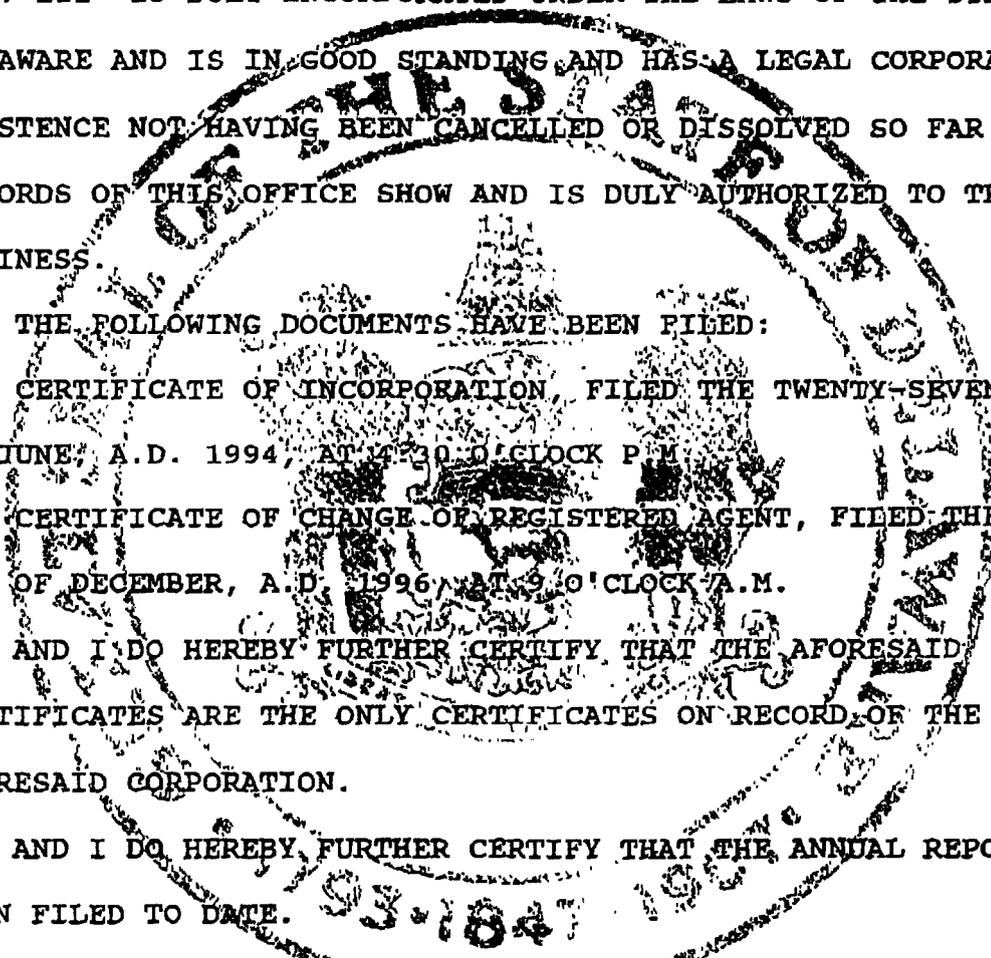
CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SEVENTH DAY OF JUNE, A.D. 1994, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE FIFTH DAY OF DECEMBER, A.D. 1996, AT 9:0 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

8962157

DATE:

03-10-98

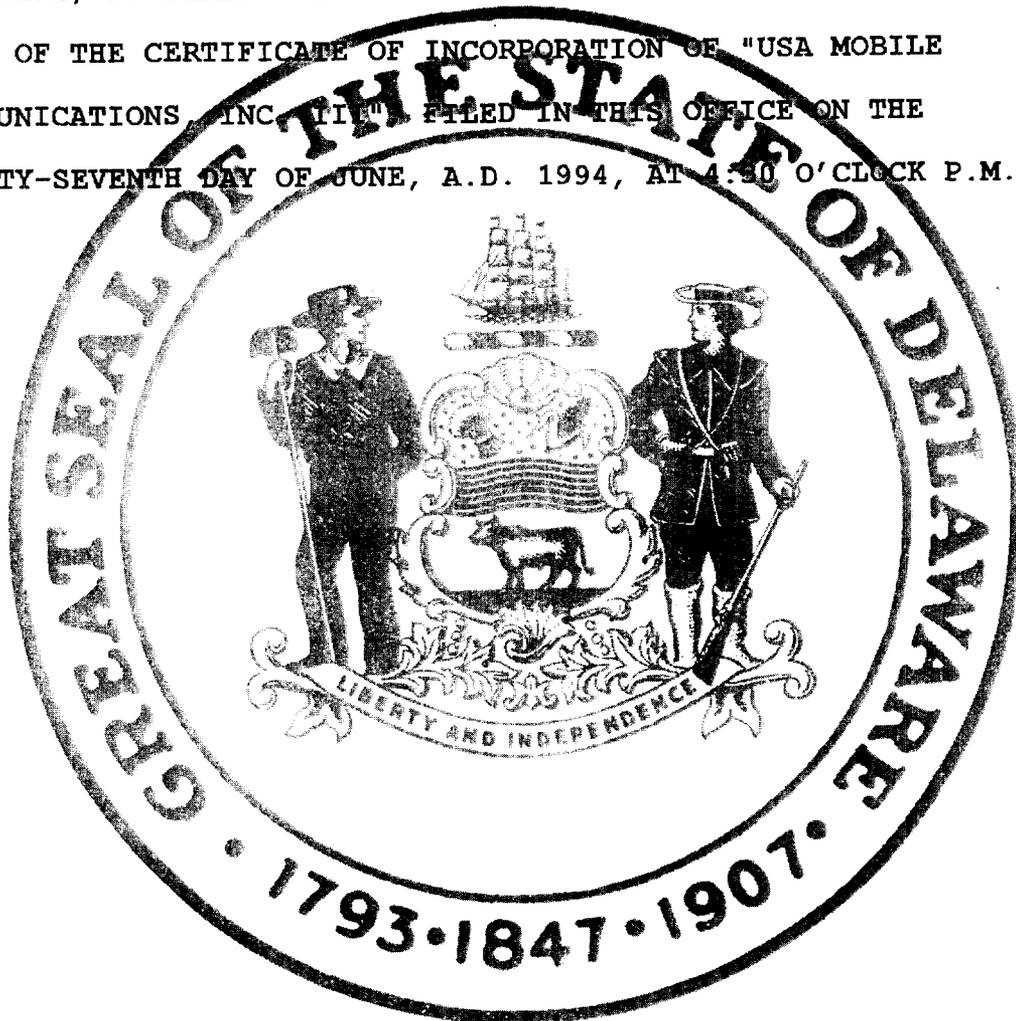
2414295 8310

981090771

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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 "USA MOBILE COMMUNICATIONS, INC. (P)" FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 1994, AT 4:50 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2414295 8100

981090573

AUTHENTICATION: 8961973

DATE: 03-10-98

CERTIFICATE OF INCORPORATION

OF

USA MOBILE COMMUNICATIONS, INC. III

FIRST: The name of the Corporation is USA Mobile Communications, Inc. III (hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1000 shares of Common Stock, each having a par value of one penny (\$.01).

FIFTH: The name and mailing address of the Sole Incorporator is as follows:

Deborah M. Reusch  
P.O. Box 636  
Wilmington, DE 19899

SIXTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.