

**EXHIBIT 1**

**PRINCIPAL BUSINESS**

Pursuant to Section 5.5 of the rules of the Federal Communications Commission ("Commission"), 47 C.F.R. § 5.5, Mitsubishi Wireless Communications, Inc. ("MWCI") requests Commission consent to the pro forma assignment of Experimental Authorization KA2XYO, from Astronet Corporation ("Astronet") to MWCI. Currently, Astronet is a wholly owned subsidiary of Mitsubishi Electric America, Inc., which in turn is a wholly owned subsidiary of Mitsubishi Electric Corporation ("MELCO"). Pursuant to a proposed reorganization, the assets of Astronet will be transferred to MWCI, wholly owned subsidiary of MELCO. Thus, MELCO will be the 100% stockholder of MWCI.

MWCI's principal business involves marketing telecommunications equipment, including cordless telephone equipment and products. MELCO, is principally involved in the development and sale of integrated electrical and electronics technology.

**EXHIBIT 2**

**ASSIGNEE'S INTEREST IN OTHER RADIO STATIONS**

Mitsubishi Wireless Communications, Inc., ("MWCI"), the applicant for the pro forma assignment of Experimental Authorization KA2XYO from Astronet Corporation ("Astronet") to MWCI, has no direct interest in the ownership of any other radio stations other than the proposed pro forma assignment of Experimental Authorization KA2XYO. However, MWCI's affiliate, Astronet, currently holds Experimental Authorization KG2XBH, File No. 5762-EX-ML-97, which is due to expire December 1, 1998. MWCI does not seek Commission consent to transfer Experimental Authorization KG2XBH.

Mitsubishi Wireless Communications, Inc.  
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Part II, Item 17(b)  
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**EXHIBIT 3**

**ARTICLES OF INCORPORATION**  
**MITSUBISHI WIRELESS COMMUNICATIONS, INC.**

*State of Delaware*  
*Office of the Secretary of State*

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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 "MITSUBISHI WIRELESS COMMUNICATIONS, INCORPORATED", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF APRIL, A.D. 1995, AT 4 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

*Edward J. Freel, Secretary of State*

2490075 8100

950082889

AUTHENTICATION:

DATE:

7473624

04-17-95

**CERTIFICATE OF INCORPORATION**

**OF**

**MITSUBISHI WIRELESS COMMUNICATIONS, INCORPORATED**

The undersigned incorporator, in order to form a corporation under the General Corporation Law of the State of Delaware, certifies as follows:

1. The name of the corporation is Mitsubishi Wireless Communications, Incorporated (hereinafter called the "Corporation").

2. The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

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

4. The total number of shares of stock which the Corporation shall have authority to issue is Fifty Thousand Shares (50,000) shares of common stock and the par value of each such share is one dollar (\$1.00).

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

**NAME**

A. S. Gardner

**MAILING ADDRESS**

Corporation Trust Center  
1209 Orange Street  
Wilmington, DE 15801

6. The Corporation shall have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the Corporation, except for such provisions therein as to which the power to make, alter or repeal is expressly reserved to the stockholders.

8. Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the by-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors in the by-laws of the Corporation. Election of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

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

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, do make this certificate, heraby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 13<sup>th</sup> day of April, 1995.

  
A. S. Gardner

## EXHIBIT 4

### CORPORATE STRUCTURE

Pursuant to Section 5.5 of the rules of the Federal Communications Commission ("Commission"), 47 C.F.R. § 5.5, Mitsubishi Wireless Communications, Inc. ("MWCI") requests Commission consent to the pro forma assignment of Experimental Authorization KA2XYO, from Astronet Corporation ("Astronet") to MWCI. Both Astronet and MWCI are Delaware corporations.

Astronet is a wholly owned subsidiary of Mitsubishi Electric America, Inc., a Delaware corporation, which in turn is a wholly owned subsidiary of Mitsubishi Electric Corporation ("MELCO"), a corporation organized under the laws of Japan. Pursuant to a proposed reorganization of MELCO, the assets of Astronet will be transferred to MWCI, a wholly owned subsidiary of MELCO. MELCO will be the 100% shareholder of MWCI. MELCO's address is:

Mitsubishi Electric Corporation  
2-3, Marunouchi 2-Chome  
Chiyoda-Ku, Tokyo, 100-830 Japan

More than 50% of the stock of MELCO may be voted by shareholders that are not citizens of the United States. However, the stock is widely dispersed among the shareholders of MELCO.

The names and positions of the alien directors and officers of MWCI are as follows:

| <u>Name</u>         | <u>Position</u>                                                 |
|---------------------|-----------------------------------------------------------------|
| Yoshihiko Shimonaga | Director, Chairman of the Board, and<br>Chief Executive Officer |
| Masaki Yamano       | Director, Executive Vice President                              |
| Takeshi Hashimoto   | Director                                                        |
| Hiroki Yoshimatsu   | Director                                                        |
| Michio Nakanishi    | Director                                                        |

Mitsubishi Wireless Communications, Inc.  
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**EXHIBIT 5**

**AGREEMENT SHOWING ASSIGNEE'S INTEREST IN EXPERIMENTAL  
AUTHORIZATION**



**CONSENT OF DIRECTORS OF  
ASTRONET CORPORATION  
IN LIEU OF SPECIAL MEETING**

The undersigned, being the sole director of Astronet Corporation, a Delaware corporation, hereby adopts the following preambles and resolutions by consent:

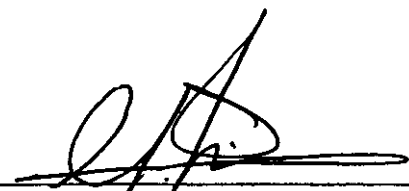
**WHEREAS**, at the commencement of business on January 1, 1999, this corporation intends to transfer certain of its assets and, subject to assumption thereof, certain of its liabilities and obligations to Mitsubishi Wireless Communications, Incorporated ("MWCI"), pursuant to the terms and conditions of a transfer agreement to be entered into between the parties; and

**WHEREAS**, upon consummation of the sale, this corporation intends to dissolve;

**NOW, THEREFORE, BE IT RESOLVED**, that, in conjunction with the transfer described above, this corporation shall transfer the experimental authorization received by this corporation from the Federal Communications Commission ("FCC") to MWCI contingent on prior receipt of FCC consent;

**FURTHER RESOLVED**, that any officer of the corporation is hereby authorized to execute and deliver such instruments and documents deemed necessary to transfer such authorization to MWCI.

Dated:

  
Yoshihiko Shimonaga

**EXHIBIT 6**

**GRANT OF THE PRO FORMA ASSIGNMENT IS IN THE PUBLIC INTEREST**

Mitsubishi Wireless Communications, Inc. ("MWCI"), the applicant for the pro forma assignment of Experimental Authorization KA2XYO from Astronet Corporation ("Astronet") to MWCI, will have absolute physical control of the Experimental Authorization and will be responsible for all financial matters related to the operations of the experimental authorization.

MWCI will continue to use the Experimental Authorization to operate a one-cell communications system using cellular frequencies to test new wireless telephone products and equipment at its Duluth, Georgia headquarters. MWCI will continue to ensure that the experimental system does not interfere with existing cellular operations in the area.

Commission consent to the pro forma assignment application is in the public interest because the tests conducted in an experimental cellular system are the only means available for MWCI to verify the actual operation of its refined cellular system equipment before that equipment can be introduced into the marketplace. Consequently, MWCI respectfully requests FCC consent to the pro forma assignment of Experimental Authorization KA2XYO, from Astronet to MWCI.