



## Certificate of Incorporation

(Pursuant to Sections 242 & 245)

The present name of the corporation (hereinafter the "Corporation") is Centennial Communications Corp. The Corporation was originally incorporated under the name Century Cellular Corp. before changing its name to Centennial Cellular Corp. and then to Centennial Communications Corp. The date of filing of the original certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware is February 26, 1988.

The provisions of the certificate of incorporation of the Corporation as heretofore restated, amended and/or supplemented, are hereby amended, restated and integrated into the single instrument which is hereinafter set forth, and which is entitled Amended and Restated Certificate of Incorporation of Centennial Communications Corp.

The Board of Directors of the Corporation has duly adopted this Amended and Restated Certificate of Incorporation pursuant to the provisions of Sections 242 and 245 of the General Corporation Law of Delaware (the "DGCL"), and the stockholders of the Corporation have approved and adopted this Amended and Restated Certificate of Incorporation by written consent in accordance with Section 228 of the DGCL.

Pursuant to Section 103(d) of the DGCL, the effective date of this Amended and Restated Certificate of Incorporation shall be September 11, 2003, twenty (20) calendar days following the filing hereof with the Secretary of State of the State of Delaware.

### FIRST

The name of the Corporation is: Centennial Communications Corp.

### SECOND

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is Corporation Service Company.

### THIRD

The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

### FOURTH

- a. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 250,000,000, consisting of (1) 10,000,000 shares of Preferred Stock, par value \$.01 per share ("Preferred Stock"), and (2) 240,000,000 shares of Common Stock, par value \$.01 per share ("Common Stock").
- b. The Board of Directors of the Corporation is hereby expressly authorized, by resolution or resolutions, to provide, out of the unissued shares of Preferred Stock, for series of Preferred Stock. Before any share of any such series is issued, the Board of Directors shall fix, and hereby is expressly empowered to fix, by resolution or resolutions, the following provisions of the shares thereof:
  - i. the designation of such series, the number of shares to constitute such series and the stated value thereof if different from the par value thereof;
  - ii. whether the shares of such series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights, which may be general or limited;
  - iii. the dividends, if any, payable on such series, whether any such dividends shall be cumulative and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of this class;
  - iv. whether the shares of such series shall be subject to redemption at the election of the Corporation or the holders of such series and, if so, the times, prices and other conditions of such redemption;
  - v. the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the

Corporation;

- vi. whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;
- vii. whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of this class or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions for conversion or exchange;
- viii. the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, or upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of this class;
- ix. the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such series or of any other series of this class or of any other class;
- x. any other powers, preferences and relative, participating, optional and other special rights of such series, and any qualifications, limitations and restrictions thereof.

The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series of Preferred Stock at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative.

## FIFTH

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized and empowered to make, alter or repeal the Bylaws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any Bylaw made by the Board of Directors.

## SIXTH

The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation; and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

IN WITNESS WHEREOF, Centennial Communications Corp. has caused this Certificate to be signed by Tony L. Wolk, its Senior Vice President, General Counsel and Secretary, who hereby acknowledges under penalties of perjury that the facts stated herein are true and that this Certificate is his act and deed, this 21st day of August, 2003.

By: /s/ Tony L. Wolk

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Tony L. Wolk  
Senior Vice President,  
General Counsel and Secretary