

CERTIFICATE OF AMENDMENT
TO
RESTATED CERTIFICATE OF INCORPORATION
OF
TELEPHONE AND DATA SYSTEMS, INC.

TELEPHONE AND DATA SYSTEMS, INC., 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 board of directors by majority vote, at a meeting duly called at which a quorum was present, adopted a resolution declaring advisable and approving an amendment to the Restated Certificate of Incorporation, which is attached hereto as ANNEX I.

SECOND: Pursuant to Section 242 of the General Corporation Law of the State of Delaware, the amendment attached hereto as ANNEX I was duly approved by the shareholders of the Corporation at a meeting duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Telephone and Data Systems, Inc. has caused this certificate to be signed by its President this 11th day of April, 2005.

TELEPHONE AND DATA SYSTEMS, INC.

By: /s/ LeRoy T. Carlson, Jr.

LeRoy T. Carlson, Jr.
President and Chief Executive Officer

ANNEX I

AMENDMENT
TO
RESTATED CERTIFICATE OF INCORPORATION
OF
TELEPHONE AND DATA SYSTEMS, INC.

Paragraph A.1 of Article IV of the Restated Certificate of Incorporation, as amended, of Telephone and Data Systems, Inc. is hereby amended in its entirety to read as follows:

1. Subject to paragraph 3 of this Section A and Section B.1, the aggregate number of shares of capital stock which the Corporation is authorized to issue is 620,000,000 shares, and the designation of each class or series, the number of shares of each class

or series and the par value of the shares of each class or series, are as follows:

<u>Class</u>	<u>Series</u>	<u>No. of Shares</u>	<u>Par Value</u>
Common Shares	None	100,000,000	\$.01 per share
Series A Common Shares	None	25,000,000	\$.01 per share
Special Common Shares	None	165,000,000	\$.01 per share
United States Cellular Group Common Shares	None	140,000,000	\$.01 per share
TDS Telecommunications Group Common Shares	None	90,000,000	\$.01 par value
Aerial Communications Group Common Shares	None	95,000,000	\$.01 par value
Undesignated Shares	See Section B.1	4,720,599	\$.01 par value
Preferred Shares	See below	279,401	\$.01 par value

The following series of Preferred Shares Originally Issued by TDS Iowa (as defined in Section B.19 of this Article IV) before October 31, 1981 are referred to as the "Pre-81 Preferred Shares."

<u>Series</u>	<u>No. of Shares</u>
A	1,395
B	1,955
D	646
G	1,368

H	1,188
N	2,347

The following series of Preferred Shares Originally Issued by TDS Iowa after October 31, 1981 are referred to as the "Post-81 Preferred Shares."

<u>Series</u>	<u>No. of Shares</u>
O	629
S	1,209
U	1,100
BB	18,500
DD	42,540
EE	8,291
GG	26,919
II	3,746
JJ	1,310
KK	1,403
LL	1,487
QQ	8,368
SS	125,000
TT	30,000
