

TELE CENTRO OESTE CELULAR PARTICIPACOES

Form 6-K

April 29, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO
RULE 13a-16 OR 15d-16 OF THE SECURITIES EXCHANGE
ACT OF 1934

FOR THE MONTH OF APRIL 2002

(Commission File No. 001-14489)

TELE CENTRO OESTE CELULAR PARTICIPACOES S.A.

(Exact name of registrant as specified in its charter)

TELE CENTRO OESTE CELLULAR HOLDING COMPANY

(Translation of registrant's name in English)

SCS-QUADRA 2, BLOCO C, EDIFICIO ANEXO-TELEBRASILIA CELULAR

-7 ANDAR, BRASILIA, D.F.

FEDERATIVE REPUBLIC OF BRAZIL

(Address of Principal Executive Offices)

(Indicate by check mark whether the registrant files or will file
annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F Form 40-F
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(Indicate by check mark whether the registrant by
furnishing the information contained in this form
is also thereby furnishing the information to the
Commission pursuant to Rule 12g3-2(b) under the
Securities Exchange Act of 1934.)

Yes No
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TELE CENTRO OESTE CELULAR PARTICIPACOES S/A

CNPJ/MF n 02.558.132/0001-69 / NIRE 53300005800

A Publicly-Held Company

Authorized Capital: 700,000,000,000 shares

Subscribed Capital: R\$ 505,000,000.00

Realized Capital: R\$ 505,000,000.00

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MINUTES OF THE APRIL 26, 2002

GENERAL EXTRAORDINARY SHAREHOLDERS MEETING

I. DATE, TIME AND LOCATION OF THE MEETING: April 26, 2002 at 12:00 noon, at the Company's headquarters, located at SCS QUADRA 02, BLOCO C, N 226, ED. TELEBRASILIA CELULAR, 7 ANDAR, BRASILIA-DF. II. CALL FOR ATTENDANCE: Published by newspapers DIARIO OFICIAL DO DISTRITO FEDERAL, in the issues of April 11 (pp. 76), April 12, (pp. 75) and April 15 (pp. 37), and GAZETA MERCANTIL NACIONAL, in the issues of April 11 (pp. A-14), April 12 (pp. A-14) and April 15 (pp. C-6). III. ATTENDING: Shareholders representing more than two thirds of the company's capital stock. The following shareholders were also present: Mr. AUGUSTO PATARELI, representing the Company's Statutory Audit Committee; Mr. FERNANDO ALBERTO S. MAGALHAES, representing ERNST & YOUNG AUDITORES INDEPENDENTES S/C.; Mr. JOSE RICARDO DE FARIA GOMEZ and Mr. RUBEM GONCALVES CRUSIUS, representing DELOITTE TOUCHE TOHMATSU CONSULTORES S/C LTDA. and Mr. LUIZ GERALDO DE SOUZA QUEIROZ FERRAZ, representing SETAPE - SERVICOS TECNICOS DE AVALIACOES DO PATRIMONIO E ENGENHARIA. IV. THE TABLE: Mr. MARIO CESAR PEREIRA DE ARAUJO as chairman and Mr. ARTHUR ANTONIO MAGALHAES FONSECA as secretary. V. ORDER OF THE DAY: 1. To approve the Protocol for Incorporation of Telebrasil Celular S/A ("TBS") by the Company ("the Incorporation"); 2. to approve the Justification of Incorporation; 3. to approve and ratify the contracting of DELOITTE & TOUCHE TOHMATSU AUDITORES INDEPENDENTES S/C to prepare the evaluation report used in the calculation of the incorporation's substitution ratio; 4. to approve and ratify the contracting of SETAPE - SERVICOS TECNICOS DE AVALIACOES DO PATRIMONIO E ENGENHARIA S/C LTDA. to value the TBS's and the Company's permanent assets at market values for purposes of supporting the preparation of

the valuation report of the incorporation's substitution ratio; 5. to approve and ratify the contracting of ERNST & YOUNG AUDITORES INDEPENDENTES S/C to prepare the valuation report on the TBS's net equity based on its accounting value; and 6. to approve the incorporation of TBS by the Company, subject to the approval of the valuation report of TBS's net equity. VI. DELIBERATIONS: The Assembly discussed and decided for the following after unanimous vote of all present shareholders: 1. approving the protocol for Incorporation; 2. approving the Justification of the Incorporation; 3. approving and ratifying the contracting of DELOITTE & TOUCHE TOHMATSU AUDITORES INDEPENDENTES S/C to prepare the evaluation report used in the calculation of the incorporation's substitution ratio; 4. approving and ratifying the contracting of SETAPE - SERVICOS TECNICOS DE AVALIACOES DO PATRIMONIO E ENGENHARIA S/C LTDA. to value TBS's and the Company's permanent assets at market values for purposes of supporting the preparation of the valuation report of the incorporation's substitution ratio; 5. approving and ratifying the contracting of ERNST & YOUNG AUDITORES INDEPENDENTES S/C to prepare the valuation report on the TBS's net equity based on its accounting value; and 6. the incorporation of TBS by the Company, subject to the approval of the valuation report of TBS's net equity. With no further issues to address, the assembly was closed and the present minutes were drawn, read and considered appropriate and signed by all the present members. Brasilia-DF, April 26, 2002.

MARIO CESAR PEREIRA DE ARAUJO
CHAIRMAN

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REINALDO FELISBERTO DAMACENA
MAJOR SHAREHOLDER REPRESENTATIVE

GEORGE WASHINGTON TENORIO MARCELINO
P.P. GLOBAL ADVANTAGE FUNDS - EMERGING MARKETS FUND
P.P. STATE STREET EMERGING MARKETS
P.P. DG BANK LUXEMBOURG REFERENCE PRO-FUNDS EMERGING MARKETS
P.P. EMERGING MARKETS GROWTH FUND INC
P.P. F&C EMERGING MARKETS UMBRELLA FUND - BRAZILIAN PORTFOLIO

ARTHUR ANTONIO MAGALHAES FONSECA
SECRETARY

TELE CENTRO OESTE CELULAR PARTICIPACOES S/A

CNPJ/MF n 02.558.132/0001-69 / NIRE 53300005800

A Publicly-Held Company

Authorized Capital: 700,000,000,000 shares
Subscribed Capital: R\$ 505,000,000.00

Realized Capital: R\$ 505,000,000.00

MINUTES OF THE APRIL 26, 2002

GENERAL EXTRAORDINARY SHAREHOLDERS MEETING

- I. DATE, TIME AND LOCATION OF THE MEETING: April 26, 2002 at 12:00 noon, at the Company's headquarters, located at SCS QUADRA 02, BLOCO C, N 226, ED. TELEBRASILIA CELULAR, 7 ANDAR, BRASILIA-DF. II. CALL FOR ATTENDANCE: Published by newspapers DIARIO OFICIAL DO DISTRITO FEDERAL, in the issues of April 11 (pp. 76), April 12, (pp. 75) and April 15 (pp. 37), and GAZETA MERCANTIL NACIONAL, in the issues of April 11 (pp. A-14), April 12 (pp. A-14) and April 15 (pp. C-6). III. ATTENDING: Shareholders representing more than two thirds of the company's capital stock. The following shareholders were also present: Mr. AUGUSTO PATARELI, representing the Company's Statutory Audit Committee; Mr. FERNANDO ALBERTO S. MAGALHAES, representing ERNST & YOUNG AUDITORES INDEPENDENTES S/C.; Mr. JOSE RICARDO DE FARIA GOMEZ and Mr. RUBEM GONCALVES CRUSIUS, representing DELOITTE TOUCHE TOHMATSU CONSULTORES S/C LTDA. and Mr. LUIZ GERALDO DE SOUZA QUEIROZ FERRAZ, representing SETAPE - SERVICOS TECNICOS DE AVALIACOES DO PATRIMONIO E ENGENHARIA. IV. THE TABLE: Mr. MARIO CESAR PEREIRA DE ARAUJO as chairman and Mr. ARTHUR ANTONIO MAGALHAES FONSECA as secretary. V. ORDER OF THE DAY: (1) to approve the 1st Amendment to the Protocol for Incorporation of Telebrasilia Celular S.A. by Tele Centro Oeste Celular Participacoes S.A.; (2) to approve the valuation report on the net equity of Telebrasilia Celular S.A. prepared by ERNST & YOUNG AUDITORES INDEPENDENTES S/C; (3) to approve the report on the calculation of the substitution ratio prepared by DELOITTE TOUCHE TOHMATSU AUDITORES

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INDEPENDENTES; and (4) to approve the incorporation of Telebrasil
Celular S.A. by Tele Centro Oeste Celular Participacoes S.A. VI.
DELIBERATIONS: The Assembly discussed and decided for the following, after
unanimous vote of all present shareholders: (1) approving the 1st
Amendment to the Protocol for Incorporation of Telebrasil Celular S.A.

by Tele Centro Oeste Celular Participacoes S.A.; (2) approving the
valuation report on the net equity of Telebrasil Celular S.A. prepared
by ERNST & YOUNG AUDITORES INDEPENDENTES S/C; (3) approving the report for
calculation of the substitution ratio prepared by DELOITTE TOUCHE TOHMATSU
AUDITORES INDEPENDENTES; and (4) approving the incorporation of
Telebrasil Celular S.A. by Tele Centro Oeste Celular Participacoes S.A.
With no further issues to address, the assembly was closed and the present
minutes were drawn, read and considered appropriate and signed by all the
present members. Brasilia-DF, April 26, 2002

MARIO CESAR PEREIRA DE ARAUJO
CHAIRMAN

REINALDO FELISBERTO DAMACENA
MAJOR SHAREHOLDER REPRESENTATIVE

ARTHUR ANTONIO MAGALHAES FONSECA
SECRETARY

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the
registrant has duly caused this report to be signed on its behalf by the
undersigned, thereunto duly authorized.

Tele Centro Oeste Celular Holding Company

Date: April 29, 2002

By: /S/ MARIO CESAR PEREIRA DE ARAUJO

Name: Mario Cesar Pereira de Araujo
Title: President