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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -8 PM 2:37

ACCOUNT NO. : 072100000032
REFERENCE : 572175 4305026
AUTHORIZATION : *Patricia Pizit*
COST LIMIT : \$ 78.75

ORDER DATE : February 1, 2000

ORDER TIME : 11:12 AM

ORDER NO. : 572175-020

000003127820--3

CUSTOMER NO: 4305026

CUSTOMER: Julianne M. Ells, Legal Asst
Sullivan & Worcester Llp
One Post Office Square

Boston, MA 02109

FOREIGN FILINGS

08

NAME: AMERICAN TOWER MANAGEMENT CORPORATION

XXXX QUALIFICATION (TYPE: CO)

BH

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

2/18/00

CONTACT PERSON: Janine Lazzarini

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CO FEB -8 PM 12:10

RECEIVED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED STATE DEPARTMENT OF CORPORATIONS 00 FEB -8 PM 2:37

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. American Tower Management, Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated) 3. Applied For (FEI number, if applicable)

4. December 13, 1999 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 116 Huntington Avenue Boston, MA 02116 (Current mailing address)

8. To purchase, or otherwise acquire, exchange, own, lease, improve, construct, finance, operate, sell, transfer or otherwise dispose of, communications towers and transmitters and related facilities, property and assets, including, without limitation, real property and sites and all activities related thereto. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301 (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: [Signature] Corporation Service Company (Registered agent's signature) Assistant Vice President.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

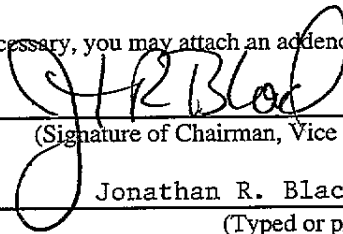
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jonathan R. Black, Vice President
(Typed or printed name and capacity of person signing application)

AMERICAN TOWER MANAGEMENT, INC

RIDER

Officers:

Steven B. Dodge
American Towers, Inc.
116 Huntington Avenue
Boston, MA 02116

Chairman, President and
Chief Executive Officer

Alan Box
5028 Oak Crest Drive
Fairfax, VA 22030

Executive Vice President

Douglas C. Wiest
American Towers, Inc.
116 Huntington Avenue
Boston, MA 02116

Chief Operating Officer

Joseph L. Winn
American Towers, Inc.
116 Huntington Avenue
Boston, MA 021156

Chief Financial Officer and
Treasurer

James S. Eisenstein
19 Seneca Road
Sea Ranch Lakes, FL 33308

Executive Vice President

J. Michael Gearon, Jr.
2995 Paces Lake Court
Atlanta, GA 30339

Executive Vice President

Steven Moskowitz
American Towers, Inc.
116 Huntington Avenue
Boston, MA 02116

Executive Vice President

Jonathan R. Black
American Towers, Inc.
116 Huntington Avenue
Boston, MA 02116

Vice President and Secretary

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Justin D. Benincasa American Towers, Inc. 116 Huntington Avenue Boston, MA 02116	Vice President, Controller and Assistant Treasurer
Bruce Budagher 3325 N. Haskel Dallas, TX 75204	Vice President
Jeffrey Ebihara 4635 Berkeley Walk Point Duluth, GA 30096	Vice President and Assistant Secretary
Ross W. Elder American Towers, Inc. 116 Huntington Avenue Boston, MA 02116	Vice President
Gary Hess 1260 Holly Cove Juniper, FL 33458	Vice President
Marty Jimmerson 3411 Richmond Avenue Houston, TX 77046-3401	Vice President
David Kagan 6553 NW 99 Lane Parkland, FL 33076	Vice President
Peter Kovaleski 93 Delphi Road Stafford, CT 06076	Vice President
David Liddle 5600 General Washington Drive Alexandria, VA 22312	Vice President
William C. Maguire 3600 Fillmore Street, #207 San Francisco, CA 94123	Vice President
Robert Mawrey 5516 Avenue DilSoleil Lutz, FL 33549	Vice President

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Michael B. Milsom
American Towers, Inc.
116 Huntington Avenue
Boston, MA 02116

Vice President and
Assistant Secretary

Bob Morgan
1138 Chimney Trail
Webster, NY 14580

Vice President

John J. Peterman
5220 Landers Drive
Hoffman Estates, IL 60192

Vice President

Steve Richards
3166 One Main Place
Dallas, TX 75202

Vice President

Kay Sears
9852 Hidden Estates
Vienna, VA 22181

Vice President

Alfred Teichman
2509 Hannibal Court
Plainfield, IL 60544

Vice President

Michael Yates
13502 Heathrow Lane
Centreville, VA 20120

Vice President

Norman A. Bikales
Sullivan & Worcester LLP
One Post Office Square
Boston, MA 02116

Assistant Secretary

Sue Chapman
1760 The Exchange, N.W.
Atlanta, GA 30339

Assistant Secretary

Carmela Masi
American Towers, Inc.
116 Huntington Avenue
Boston, MA 02116

Assistant Secretary

William Nevin
1220 Brickyard Cove Road
Point Richmond, CA 94801

Assistant Secretary

Directors:

Steven B. Dodge	- Same as Above -
Joseph L. Winn	- Same as Above -
Douglas Wiest	- Same as Above
Justin D. Benincasa	- Same as Above -

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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 "AMERICAN TOWER MANAGEMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF FEBRUARY, A.D. 2000.



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

3139031 8300

001060022

AUTHENTICATION:

0241410

DATE:

02-07-00