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ACCOUNT NO. : 072100000032

REFERENCE : 151305 4371512

AUTHORIZATION : Patricia Pijoto

COST LIMIT : \$ 285.00

ORDER DATE : March 1, 1999

ORDER TIME : 8:53 AM

ORDER NO. : 151305-040

900002791789--8

CUSTOMER NO: 4371512

CUSTOMER: Ms. Sherry D. Hall
Nelson Mullins Riley &
First Union Plaza
999 Peachtree Street Ste. 1400
Atlanta, GA 30309

FOREIGN FILINGS

NAME: POWERTEL JACKSONVILLE TOWERS,
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Christopher Smith

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -2 AM 10:47

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99 MAR -2 AM 9:53

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of _____
Powertel Jacksonville Towers, LLC certifies: _____

- 1) the above named limited liability company has at least one member;

- 2) the total amount of cash contributed by the member(s) is \$ _____ 0.;

- 3) if any, the agreed value of property other than cash contributed by member(s) is \$28,155,000. ;
(A description of the property is attached and made a part hereto.)
and

- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$28,155,000 .
(This total includes amounts from 2 and 3 above.)

Jill F. Dorsey
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Jill F. Dorsey
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

SCHEDULE I

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The Company shall grant, convey, assign, transfer and deliver to Jacksonville Towers LLC, and Jacksonville Towers LLC shall accept in exchange for all of its membership interests, all right, title and interest of the Company in and to all of the assets, properties and rights of the Company specifically set forth below (collectively, the "Assets"):

(1) all the communications tower structures ("Tower Structures") owned by the Company, and all of the Company's rights, title and interests therein or appurtenant thereto, including rights to all power poles, utility services equipment, attached tower lighting equipment, alarm systems, grounding systems and physical improvements on each Tower Site, including without limitation fencing, along with any tenant leases, easement rights necessary for access to the Tower Structure and for location of the Tower Structure and guy wires, if any, associated therewith; provided however, such term does not include any equipment, property or other assets placed upon the Tower Structures or Tower Sites by third parties pursuant to leases for tower space or other contracts or any Excluded Assets;

(2) all of the Company's rights to all real property interests of the Company in sites (the "Tower Sites") of the Tower Structures, including all fee, ground leasehold interests, rights-of-way, easements pertaining to such Tower Sites owned by the Company and including a fee ownership in the real property that is owned by the Company, and the leasehold interest in and to the real property associated with the real property that is leased by the Company;

(3) all (i) the leases for tower space with third party tenants and security deposits (if any) from tenants under such leases, (ii) the leases for real property at each site where the Company leases ground space, (iii) all contracts with respect to the management, operation, maintenance, servicing, and the provision of utility services to, the Tower Structures, (iv) any existing leases (or licenses or other contracts) of the Company for equipment or other personal property which are Tower Structures, (v) the originals of the foregoing documents, and the originals of any files and records referred to in the last subparagraph below which relate solely to the information described in such subparagraph, (vi) all rights to any casualty insurance proceeds payable after the date of conveyance as regards the Assets (but only to the extent the casualty to which the proceeds relate has not been repaired or restored by the Company at its cost prior to the conveyance of the Assets), and all rights to any warranties held by the Company with respect to the Tower Structures or the tower related assets to the extent such rights are assignable, including those assignable with consent to the extent such consents are received, or, to the extent not so received, all amounts received by the Company with respect to claims made after the date of

conveyance with respect to such unassigned rights to any warranties, and (vii) copies of all current files and records of the Company to the extent that such files or records contain information related to the design, construction, management, operation, maintenance, ownership, occupancy or leasing of the Assets; and

(4) all rights under any governmental permits (excluding FCC licenses) held with respect to the ownership or use of the Tower Structures or Tower Sites, except to the extent (and only to the extent) any such governmental permits are needed by the Company in the operation of its business.

All assets of the Company not specifically set forth above shall be excluded from the Assets and retained by the Company, including, without limitation, the following (collectively, "Excluded Assets"): .

(1) all equipment foundations, existing equipment shelters, mounting platforms, wiring, coaxial cabling, microwave dishes and other transport related equipment and housings, cable and equipment generators, fuel tanks, panels and utility service entrance equipment, power protection and connection boxes, antennas and antenna connection boxes, communications equipment and amplifiers;

(2) all "Collateral" as defined in the Borrower Security Agreement and Subsidiary Security Agreements executed in connection with the Amended and Restated Credit Agreement dated February 6, 1998, among Powertel PCS, Inc., as borrower, the lenders signatory thereto and GE Capital, as agent; and

(3) the rights that accrue or will accrue to the Company, including all accounts receivable, including rents and other amounts under the leases for tower space with third parties, which accrue or are prorated prior to the date of conveyance

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

PowerTel Jacksonville Towers, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

Karen B. Rozar
(Signature)

Karen B. Rozar, Asst. Sec.
Corporation Service Company

Filing Fee: \$ 35 for Designation of Registered Agent

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 "POWERTEL JACKSONVILLE TOWERS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9600038

DATE: 02-26-99