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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 PH 2:49

SALEM, SAXON & NIELSEN

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June 11, 1997

Corporate Records Bureau
Division of Corporation
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
6-6-97

RE: Acme Towers Inc./General Business Matters
Our File No.

Dear Sirs:

In connection with the above-captioned matter, enclosed please find two original sets of Articles of Incorporation and Certificate Designating Registered Agent for filing with the Department of State.

Enclosed is our check in the amount of \$122.50 to cover the cost of filing the Articles of Incorporation. Please certify and return the second set of original Articles of Incorporation to us.

If you have any questions, please feel free to call us. Thank you in advance for your prompt attention to this matter.

Very truly yours,

SALEM, SAXON & NIELSEN, P.A.

Pat Austin

Pat Austin
Paralegal

pa
Enclosures
PACLAACMELETRISOSPILG

D. BROWN JUN 13 1997

EFFECTIVE DATE
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ARTICLES OF INCORPORATION
OF
ACME TOWERS INC.

I, the undersigned, hereby associate myself for the purpose of forming a corporation under the laws of the State of Florida, by and through the provisions of the statutes of the State providing for the formation, liabilities, rights and privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is Acme Towers Inc. (hereinafter called the "Corporation").

ARTICLE II

EFFECTIVE DATE; PERIOD OF DURATION

These Articles of Incorporation shall become effective, and the existence of the Corporation shall begin on June 6, 1997. The duration of the Corporation's existence shall be perpetual.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the Corporation's business and objects to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To such extent as a corporation organized under the laws of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

(b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, merchandise, and other personal property of every class and description whatsoever.

or commonly supplied or dealt in by persons engaged in any such business of which may seem capable of being dealt with profitably in connection with any of the said business.

(d) To purchase, hold, sell, improve, and lease real estate, and to mortgage and encumber the same and to erect, manage, care for and maintain buildings thereon. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters of patent of the United States, or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the Corporation or other corporation in which the Corporation may have an interest as a stockholder or otherwise.

(e) To hold, purchase or otherwise acquire or be interested in, to sell, assign, pledge, or otherwise dispose of capital stock, bonds, or other evidences of debt issued or created by any other corporation, whether foreign or domestic or whether now or hereafter organized and while the holder of such shares of stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do, and, subject to the provisions of law, to purchase or otherwise acquire, hold and reissue the shares of its own capital stock.

(f) In general, to have and exercise any other powers conferred by the laws of the State of Florida upon corporations generally, it being hereby expressly provided that the foregoing enumeration of specified powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

ARTICLE IV

AUTHORIZED STOCK

1. The aggregate number of shares which the Corporation shall be authorized to issue is Ten Thousand (10,000) shares of common stock with no par value. The Corporation shall not have the authority to issue shares in series.

2. The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation fixed by the Board of Directors.

3. Property, labor or services may also be purchased with the capital stock of the Corporation at such valuation as may be fixed by the Board of Directors.

ARTICLE V

REGULATION OF INTERNAL AFFAIRS

1. **Meetings of Shareholders and Directors.** Meetings of the Shareholders and Directors of the Corporation may be held either within or outside of the State of Florida at such place

or places as may from time to time be designated in the By-Laws or by resolution of the Board of Directors.

2. **By-Laws.** The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The Board of Directors may amend or repeal the By-Laws, or may adopt new By-Laws. The By-Laws may contain any provisions for the regulation and management of the Corporation which are consistent with the laws of the State of Florida and these Articles of Incorporation.

3. **Contracts in Which Directors Have an Interest.** Any contract or other transaction of the Corporation with any person, firm or corporation or any contract or other transaction in which the Corporation is interested shall not be invalidated or affected by (a) the fact that one or more of the Directors of the Corporation is interested in or is a Director or Officer of another corporation; or, (b) the fact that any Director, individually or jointly with others, may be a party to, or may be interested in the contract or transaction; provided that the acts of any Director so interested are made in good faith, and any Director so interested discloses such interest to the other Directors. Each person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this Corporation for the benefit of himself or any firm or corporation in which he may be interested; provided such Director complies with the foregoing.

4. **Compensation of Directors.** The Board of Directors shall have the authority to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which compensation shall be paid. Any Director may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one (1) person, who need not be a Stockholder. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1) person.

ARTICLE VII

PERFORMANCE OF BUSINESS

The business of the Corporation shall be conducted by such officers and assistant officers as may be deemed appropriate by the Board of Directors at such time and in such manner as may be prescribed by the By-Laws.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of the Corporation is Wm. Todd Lax, Esq., Salem, Saxon & Nielsen, P.A., 101 E. Kennedy Blvd., Suite 3200, Tampa, FL 33602.

ARTICLE IX

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of the Corporation is to be located at 502 S. Melville Avenue, Tampa, FL 33606, however, with the privilege of having branch offices or places of business in any place or places within or outside of the State of Florida. The registered agent, whose office is located at One Barnett Plaza, 101 E. Kennedy Boulevard, Suite 3200, Tampa, Florida 33602 shall be, until otherwise designated, Wm. Todd Lax, Esq.

ARTICLE X


AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

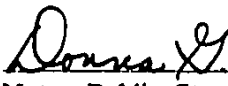
IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 17th day of June, 1997, for the purposes of forming the Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of Acme Towers Inc. was acknowledged before me this 17th day of June, 1997, by Wm. Todd Lax, Esq.



Wm. Todd Lax, Incorporator




Notary Public, State of Florida
Print, Type or Stamp Name Donna G. Rhodes
CCG 310765


Personally Known X OR Produced Identification _____
Type of Identification Produced _____


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVICED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT ACME TOWERS INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF TAMPA, STATE OF FLORIDA, HAS NAMED WM. TODD LAX,
ESQ., 101 E. KENNEDY BOULEVARD, SUITE 3200, TAMPA, STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
WM. TODD LAX
TITLE: INCORPORATOR
DATE: June 11, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, 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 RELATED TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 
WM. TODD LAX, ESQ.
(REGISTERED AGENT)
DATE: June 11, 1997

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