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ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 940897 4727217

AUTHORIZATION

Patricia Pigute

COST LIMIT : \$ 43.75

ORDER DATE : December 21, 2000

ORDER TIME : 10:26 AM

ORDER NO. : 940897-010

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CUSTOMER NO: 4727217

CUSTOMER: Pat Austin, Legal Assistant
Salem Saxon & Neilsen, P.a.
Suite 3200, One Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: ACME TOWERS, INC.

FILE 2ND

EFFECTIVE DATE:

*Amend
12-22-00
DAS*

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER'S INITIALS: _____

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2000 DEC 21 11 21

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DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 21, 2000

CSC

TALLAHASSEE, FL

SUBJECT: ACME TOWERS INC.
Ref. Number: P97000052611

RECEIVED
Please give original
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We have received your document for ACME TOWERS INC.. However, the document has not been filed and is being returned for the following:

The effective date cannot be prior to or more than 90 days after the date of filing in this office.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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Doug Spitler
Document Specialist

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DEPARTMENT OF STATE
TALLAHASSEE, FL
2000 DEC 22 11 11 29
RECEIVED
CORPORATIONS DIVISION

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ACME TOWERS INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, Acme Towers Inc., a Florida corporation, adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Section 1 of Article IV, entitled "Authorized Stock," is hereby amended to substitute the following provision, which replaces the previous language of Article IV, Section 1 in its entirety:

1. The aggregate number of shares which the Corporation shall be authorized to issue is Fifty Thousand (50,000) shares of common stock at no par value. The Corporation shall not have the authority to issue shares in series.

SECOND: The effective date of these Articles of Amendment to the Articles of Incorporation of Acme Towers Inc. is December 20, 2000.

THIRD: These Articles of Amendment to the Articles of Incorporation of Acme Towers Inc. were approved by the shareholders and adopted by the Sole Director of Acme Towers Inc. The number of votes cast by the Shareholders and the Sole Director were sufficient for approval. These Articles of Amendment are adopted on December 20, 2000.

Signed this 20 day of December, 2000

**ACME TOWERS INC.,
a Florida corporation**

Signature


By: J. Kevin Barile
Its President, Sole Director