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CORPORATION(S) NAME

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Tower Com, Limited

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

TowerCom, Limited

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Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on November 14, 1994, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendments:

Article 1. The name of the limited partnership shall be OmniTower Ltd.

Article 2. The address of the office of the limited partnership shall be

777 South Flagler Dr.
West Tower, 8th Floor, Suite 40
West Palm Beach, FL 33401

Article 3. The name and address of the agent for service of process shall be

OmniAmerica, Inc.
777 South Flagler Dr.
West Tower, 8th Floor, Suite 40
West Palm Beach, FL 33401
Attn.: F. Howard Mandel, Esq.

Article 4. The name and business address of the general partner shall be

South Atlantic Tower Corporation
c/o OmniAmerica, Inc.
777 South Flagler Dr.
West Tower, 8th Floor, Suite 40
West Palm Beach, FL 33401

F 95000004438

Article 5. The mailing address for the limited partnership shall be

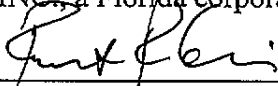
OmniTower Ltd.
777 South Flagler Dr.
West Tower, 8th Floor, Suite 40
West Palm Beach, FL 33401

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signatures:

Signature of current general partner:


TOWERCOM, INC., a Florida corporation

By: 
Name: ROBERT R. KREIS, Robert R. Kreis
Title: VICE PRESIDENT

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Signature of new general partner:

SOUTH ATLANTIC TOWER CORPORATION, a Delaware corporation

By: 
Name: F. Howard Mandel, F. Howard Mandel
Title: VP + Asst. Sec'y

ACCEPTANCE OF DESIGNATION

The undersigned, OmniAmerica, Inc. of 777 South Flagler Dr., West Tower, 8th Floor, Suite 40, West Palm Beach, Florida 33401 hereby accepts designation as registered agent of OmniTower Ltd.

OMNIAMERICA, INC.

By: *F. Howard Mandel*
Name: *F. Howard Mandel*
Title: *VP + Asst. Sec'y*
F. Howard Mandel

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