ACCOUNT NO.

072100000032

REFERENCE

887428

4389224

The Ind

AUTHORIZATION

COST LIMIT

ORDER DATE: November 3, 2000

ORDER TIME: 10:25 AM

ORDER NO. : 887428-010

CUSTOMER NO: 4389224

CUSTOMER: Ms. Kathleen A. Quinn

American Tower Corporation

116 Huntington Avenue

11th Floor

Boston, MA 02116

DOMESTIC AMENDMENT FILING

NAME: OMNITOWER, LTD.

800003479988--4

EFFICTIVE DATE:

ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight

EXT: 1156

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE Katherine Harris

November 6, 2000

SUSIE KNIGHT CSC TALLAHASSEE, FL

SUBJECT: OMNITOWER LTD. Ref. Number: A94000001520

FILED OF STATE SECRETARION



We have received your document for OMNITOWER LTD. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

Please return this AMENDMENT when you return the REINSTATEMENT for this partnership.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr Corporate Specialist

Letter Number: 100A00057558

RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

OF

OMNITOWER LTD.

- 1. The name of the limited partnership is OmniTower Ltd.
- 2, The address of the office of the limited partnership is:

116 Huntington Avenue Boston, MA 02116

3. The name and address of the agent for service of process are:

> Corporation Service Company 1201 Hays Street Tallahassee, FL 32301

4. The name and business address of the general partner are:

> South Atlantic Tower Corporation 116 Huntington Avenue Boston, MA 02116

5. The mailing address for the limited partnership is:

> 116 Huntington Avenue Boston, MA 02116

6. The latest date upon which the limited partnership is to dissolve is December 31, 2058.

IN WITNESS WHEREOF, the general partner has executed this Restated Certificate of Limited Partnership this 20th day of October, 2000.

SOUTH ATLANTIC TOWER & ORPORATION

General Partner