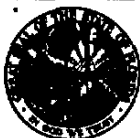


FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

FILED

98 FEB -2 AM 10:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED PARTNERSHIP ANNUAL REPORT 1998	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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1. Name of Limited Partnership	1a. DOCUMENT # A97000001619
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Mailing Address 1800 INDEPENDENT SQUARE JACKSONVILLE FL 32202	Principal Office Address 1800 INDEPENDENT SQUARE JACKSONVILLE FL 32202
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2. Mailing Address	2a. Principal Office Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip Country	Zip Country

3. Date Formed or Registered 07/24/1997	5a. Capital Contributions as Shown on record. \$10,000.00
3a. Date of Last Report	5b. Amount of Capital Contributions in FLORIDA to date. 5,000,000
4. State or Country of Formation FL	6. FEI Number 59-3459138
7. Certificate of Status Desired	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
8. Make check payable to: Dept. of State (See reverse side for fee information)	\$8.75 Additional Fee Required

9. Name and Address of Current Registered Agent WILLIAMS, LEWIS D 1800 INDEPENDENT SQUARE JACKSONVILLE FL 32202	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
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10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s) TOWERCOM HOLDINGS, LLC	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 1800 INDEPENDENT SQUA	11b. City, State & Zip Code JACKSONVILLE FL 32202	11c. Registration/Document Number M97000000343
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-02/04/98--01072--002
****541.25 ****541.25

dec (1500 belongs on S.A.)

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE L.D. Williams, Vice President DATE Oct 28, 1997

Typed or Printed Name of General Partner Signing Form L.D. Williams, Vice Pres Daytime Telephone Number (904) 634-8808

CR2E003 (6/97)