

A 99000000945

Holland & Knight LLP	
Requestor's Name	
315 SOUTH CALHOUN STREET	
Address	
Tallahassee, Florida 32301	
City/State/Zip	Phone #
	425-5686

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Towercom SE II, Limited Partnership
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

<input checked="" type="checkbox"/> Walk-in	<input checked="" type="checkbox"/> Pick up time <u>2:00</u>	<input type="checkbox"/> Certified Copy
<input type="checkbox"/> Mail out	<input type="checkbox"/> Will wait	<input type="checkbox"/> Certificate of Status

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 99 JUN 11 PM 3:04

NEW FILINGS	
<input type="checkbox"/>	Partic
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
 99 JUN 11 AM 10:11

RECEIVED

CERTIFICATE OF LIMITED PARTNERSHIP

OF

TOWERCOM SE II, LIMITED PARTNERSHIP

a Florida limited partnership

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The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Limited Partnership Act (1986), Part I, Chapter 620, Florida Statutes (the "Act"), has entered into an Agreement of Limited Partnership and hereby certifies as follows:

1. Name. The name of the limited partnership is as follows:

TowerCom SE II, Limited Partnership

2. Address. The street address of the principal place of business and the mailing address for the limited partnership are as follows:

One Independent Drive, Suite 1600
Jacksonville, FL 32202

3. Registered Agent. The name and address of (i) the agent for service of process, required to be maintained by Section 620.105 of the Act, and (ii) the registered agent and registered office, required to be maintained by Section 620.192 of the Act, for the limited partnership are as follows:

David S. Boone
One Independent Drive, Suite 1600
Jacksonville, FL 32202

4. General Partner. The name and address of the sole general partner of the limited partnership are as follows:

TowerCom Holdings II, L.L.C.
One Independent Drive, Suite 1600
Jacksonville, Florida 32202

L99000003282

5. Dissolution. The latest date upon which the limited partnership is to dissolve is December 31, 2036.

WHEREFORE, this certificate has been executed by the general partner of the limited partnership in accordance with Section 620.114 of the Act on this 28 day of May, 1999.

TowerCom Holdings II, L.L.C.

By: 

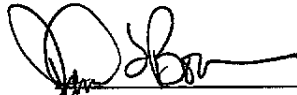
Print Name: David S Boone

Title: VP

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND AGENT FOR SERVICE OF PROCESS

The undersigned, having been designated the Agent for Service of Process, pursuant to Section 620.105, Florida Statutes, and Registered Agent, pursuant to Section 620.192, Florida Statutes, of TowerCom SE II, Limited Partnership, a limited partnership to be formed concurrently herewith under the Florida Revised Uniform Limited Partnership Act (1986), does hereby accept such designation and the obligations provided for in Section 620.105 and 620.192 Florida Statutes.



David S. Boone
One Independent Drive, Suite 1600
Jacksonville, FL 32202

Dated: 5-28-99

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, TowerCom Holdings II, L.L.C., which is the general partner of TowerCom SE II, Limited Partnership, a Florida limited partnership (the "Partnership"), certifies as follows:

No limited partner contributions have been made to date.
The amount of capital anticipated to be contributed by the limited partners of the Partnership is \$5,000,000.00.

This 28 day of May, 1999.

Under penalty of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

TowerCom Holdings II, L.L.C.

By: [Signature]
Print Name: W. J. [Signature]
Title: VP

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