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December 20, 1996

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed herewith are the following document and instruments:

1. Two (2) executed copies of an Application by Foreign Limited Partnership for Authorization to Transact Business in Florida and an Affidavit of Capital Contribution for Foreign Limited Partnership of TeleCom Towers Mid-Atlantic Limited Partnership ("TTMLP").
2. Two (2) executed copies of an Application by Foreign Corporation for Authorization to Transact Business in Florida of TeleCom Towers, Inc. ("TTI").
3. Two (2) executed copies of an Application by Foreign Limited Partnership for Authorization to Transact Business in Florida and an Affidavit of Capital Contribution for Foreign Limited Partnership of RFM Facilities Management, L.P. ("RFM").
4. A check in the amount of Two Hundred Sixty-two Dollars and Fifty Cents (\$262.50), made payable to the Florida Department of State, to cover the fees associated with the filing of the above-referenced documents.

TTI and TTMLP are the general partners of RFM and to the extent that the filings of TTI and TTMLP enclosed herewith must be effected prior to the filing of the RFM documentation enclosed herewith, please (i) file the TTI and TTMLP documentation as soon as possible; (ii) hold the RFM filing until the TTI and TTMLP filings are completed; and (iii) file the RFM documentation as soon as possible thereafter. Also, please date stamp one (1) copy of each of the enclosed document as "filed" and return the same to the undersigned in the enclose, self-addressed stamped envelope as soon as possible.

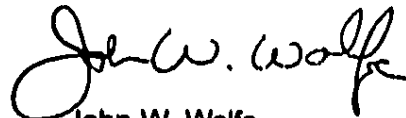
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If you have any questions or require further information, please do not hesitate to contact me directly at 401-331-5700.

Very truly yours,



John W. Wolfe

[www.state.com.rfm/vfmqual.ltr](http://www.state.com.rfm/vfmqual.ltr)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:**

TeleCom Towers, Inc.

1. TeleCom Towers, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas 3. 31-1421068  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/19/94 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.105, F.S.))

7. 2201 Wilson Blvd. Suite 500  
Arlington, VA 22201  
(Current mailing address)

8. To act as general partner of a partnership the business purpose of which is to acquire, operate, develop and maintain communications towers and related buildings  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) and equipment

9. Name and street address of Florida registered agent:

Name: NRAI Services, Inc.  
Office Address: 526 East Park Ave.  
Tallahassee, Florida, 32301  
(Zip Code)

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10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

By: Maureen O'Halloran - Asst Sec. of NRAI  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Exhibit A attached hereto

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: See Exhibit A attached hereto

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

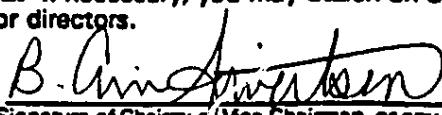
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

B. Eric Sivertsen, Executive Vice President

(Typed or printed name and capacity of person signing application)

**EXHIBIT A**

**1. Directors of Telecom Towers, Inc.:**

<u>Name</u>	<u>Address</u>
Clark T. Madigan	2201 Wilson Blvd., Suite 500 Arlington, VA. 22201
Randall N. Smith	2201 Wilson Blvd., Suite 500 Arlington, VA. 22201
B. Eric Sivertsen	2201 Wilson Blvd., Suite 500 Arlington, VA. 22201
Denison E. Smith	2201 Wilson Blvd., Suite 500 Arlington, VA. 22201
Michael T. Williams	2201 Wilson Blvd., Suite 500 Arlington, VA. 22201

**1. Officers of Telecom Towers, Inc.:**

<u>Name</u>	<u>Office</u>	<u>Address</u>
Randall N. Smith	Chairman	2201 Wilson Blvd., Suite 500 Arlington, VA. 22201
Clark T. Madigan	President	2201 Wilson Blvd., Suite 500 Arlington, VA. 22201
B. Eric Sivertsen	Executive Vice President and Secretary	2201 Wilson Blvd., Suite 500 Arlington, VA. 22201
Michael T. Williams	Executive Vice President and Treasurer	2201 Wilson Blvd., Suite 500 Arlington, VA. 22201



# The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that  
Articles of Incorporation  
of

**TELECOM TOWERS, INC.**  
**CHARTER NO. 1312638-00**

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were filed in this office and a certificate of incorporation was issued on  
**MAY 19, 1994;**

**IT IS FURTHER CERTIFIED,** that no certificate of dissolution has been issued, and  
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
the City of Austin, on December 19, 1996.*

*1087.*  
\_\_\_\_\_  
Antonio O. Garza, Jr.  
Secretary of State

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