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ACCOUNT NO. : 072100000032

REFERENCE : 589138 4338256

AUTHORIZATION : *Patricia Piquit*

COST LIMIT : \$ 70.00

ORDER DATE : November 4, 1997

ORDER TIME : 9:27 AM

ORDER NO. : 589138-005

CUSTOMER NO: 4338256

CUSTOMER: Cindy Rashed, Legal Assistant  
Kirkland & Ellis  
Citicorp Center, 39th Floor  
153 East 53rd  
New York, NY 100224675

300002338523--7

FOREIGN FILINGS

NAME: PINNACLE TOWERS II INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

9/11/5  
97 NOV -5 PM 12:22  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

RECEIVED  
97 NOV -5 AM 10:46  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
ATLANTA, GEORGIA

## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. Pinnacle Towers II, 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. Delaware 3. Applied For.  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/31/97 5. perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon authorization  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1549 Ringling Blvd., Sarasota, FL 34236  
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may organized under the General Corporation Law of the State of Delaware and permitted by the Florida General Corporation Act.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip Code)

### 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.

Corporation Service Company

By: Carol K. DeB...

(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

12. Name's and addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P.O. Box NOT acceptable)**

Chairman: See Exhibit A

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

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

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

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

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

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

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

**B. OFFICERS (Street address only- P.O. Box NOT acceptable)**

President: See Exhibit A

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

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

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

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

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

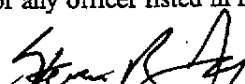
Treasurer: \_\_\_\_\_

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. Steven R. Day, Secretary



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV -5 PM 12:22

**EXHIBIT A**

<b>DIRECTORS</b>	<b>ADDRESS</b>
Peni Garber	18 Newbury Street, Boston, Massachusetts 02116

<b>OFFICERS</b>	<b>TITLE</b>	<b>ADDRESS</b>
Peni Garber	President	18 Newbury Street, Boston, Massachusetts 02116
Robert J. Wolsey	Vice President	1549 Ringling Blvd., Sarasota, Florida 34236
James M. Dell' Apa	Vice President	1549 Ringling Blvd., Sarasota, Florida 34236
Ben Gaboury	Vice President	1549 Ringling Blvd., Sarasota, Florida 34236
David Zahn	Vice President	1549 Ringling Blvd., Sarasota, Florida 34236
Steven Day	Secretary	1549 Ringling Blvd., Sarasota, Florida 34236
Shirley Putnam	Assistant Secretary	1549 Ringling Blvd., Sarasota, Florida 34236
Peggy Koenig	Assistant Secretary	18 Newbury Street, Boston, Massachusetts 02116

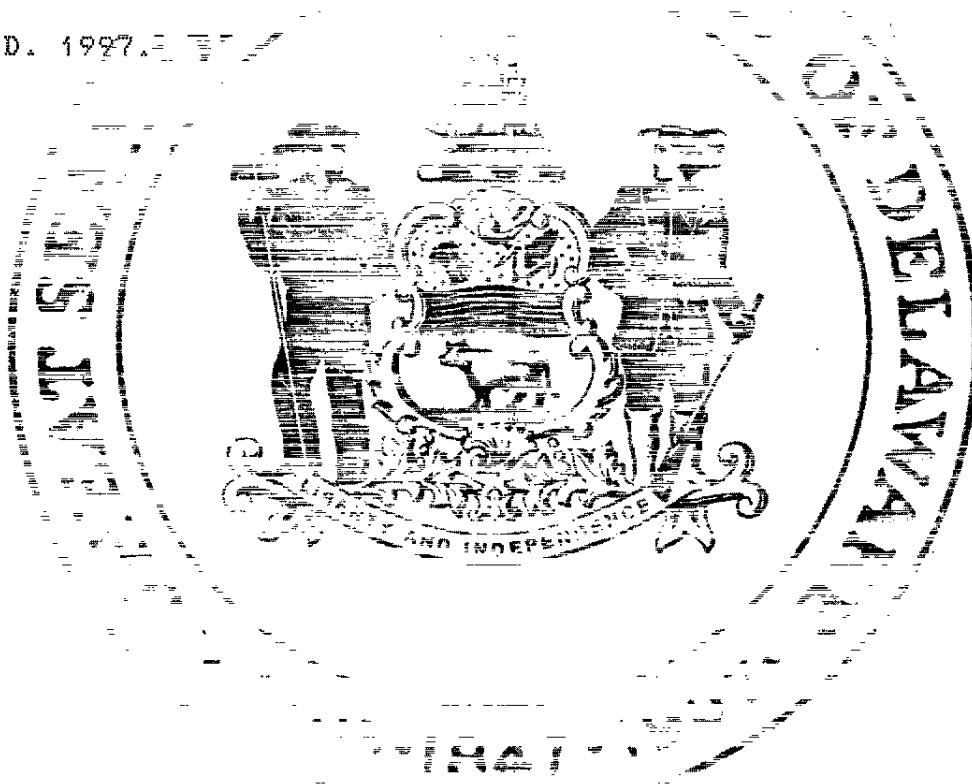
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*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PINNACLE TOWERS II INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF NOVEMBER, A.D. 1997.



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV -5 PM 12:22



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2815691 8300

DATE:

8738999

971374406

11-04-97