



THE UNITED STATES  
CORPORATION  
COMPANY

F98000002196

ACCOUNT NO. : 072100000032

REFERENCE : 785485 4334364

AUTHORIZATION : *Patricia Pizitz*

COST LIMIT : \$ 70.00

ORDER DATE : April 17, 1998

ORDER TIME : 11:32 AM

ORDER NO. : 785485-005

CUSTOMER NO: 4334364

100002492671--8

CUSTOMER: Ms. Yolanda D. Haley  
Weil Gotshal & Manges LLP  
Suite 1300  
100 Crescent Court  
Dallas, TX 75201-6950

FOREIGN FILINGS

NAME: OMNIAMERICA HOLDINGS  
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

*04/17*  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 17 PM 2:57

*04/17*  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 17 PM 1:08

**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:**

1. OmniAmerica Holdings Corporation  
(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. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 15, 1997 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 817.155, F.S.)

7. 200 Crescent Court, Suite 1600  
Dallas, Texas 75201  
(Current mailing address)

8. real estate investment company  
(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.*

 Karen B. Rozar, As Its Agent  
(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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 17 PM 2:57

12. Names 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: Jack D. Furst

Address: 200 Crescent Court, Suite 1600  
Dallas, Texas 75201

Vice Chairman: Lawrence D. Stuart, Jr.

Address: 200 Crescent Court, Suite 1600  
Dallas, Texas 75201

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

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

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

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

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

President: Lawrence D. Stuart, Jr.

Address: 200 Crescent Court, Suite 1600  
Dallas, Texas 75201

Vice President: Eric C. Neuman

Address: 200 Crescent Court, Suite 1600  
Dallas, Texas 75201

Secretary: Daniel S. Dross

Address: 200 Crescent Court, Suite 1600  
Dallas, Texas 75201

Treasurer: Linda Ehlers

Address: 200 Crescent Court, Suite 1600  
Dallas, Texas 75201

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

13. Daniel S. Dross  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Daniel S. Dross  
(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 17 PM 2:57

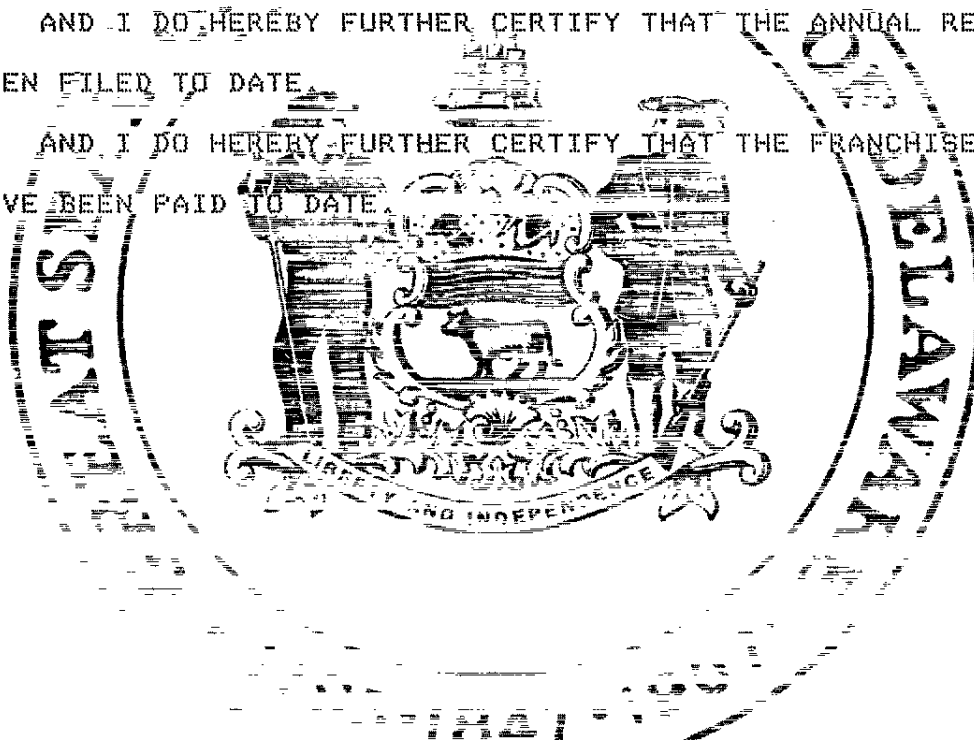
*State of Delaware*  
*Office of the Secretary of State*

---

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OMNIAMERICA HOLDINGS CORPORATION" 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 SIXTEENTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 17 PM 2:57



*Edward J. Freel*

Edward J. Freel, Secretary of State

2808337 8300

981146135

AUTHENTICATION:

9030876

DATE:

04-16-98