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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : JOSEPH M. BALOCCO, P.A.
Account Number : I20000000147
Phone : (954) 764-0005
Fax Number : (954) 764-1478

LIMITED LIABILITY COMPANY

MATECUMBE AIRPORT TOWERS, L.L.C.

| | |
|-----------------------|----------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 01 |
| Estimated Charge | \$160.00 |

SECRETARY OF STATE
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**ARTICLES OF ORGANIZATION
OF
MATECUMBE AIRPORT TOWERS, L.L.C.**

ARTICLE I - NAME:

The name of the Limited Liability Company is: MATECUMBE AIRPORT TOWERS, L.L.C.

ARTICLE II - ADDRESS:

The mailing address and the street address of the principal office of the Limited Liability Company is 150 SE Twelfth Street, Suite 300, Fort Lauderdale, Florida 33316.

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV- MANAGEMENT:

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Thomas Lihan | 150 SE Twelfth Street, Suite 300 Fort Lauderdale, FL 33316 |
| Steven Santolla | 150 SE Twelfth Street, Suite 300 Fort Lauderdale, FL 33316 |

So long as GE Capital Corporation or any assignees or successors thereof shall hold a security interest (Mortgage) in the real property owned by AET Towers, LLC, a Delaware limited liability company, the Managers shall have no authority to:

- (a) dissolve or liquidate the Company;
- (b) file a voluntary petition or otherwise initiate proceedings to have the Company adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or relief of the Company as debtor under any applicable federal or state law relating to bankruptcy, insolvency or other relief for debtors with respect to the Company, or seek or consent to the appointment of any trustee, receiver, conservator,

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assignee, sequestrator, custodian, liquidator (or other similar official) of the Company or of all or any substantial part of the properties and assets of the Company, or make any general assignment for the benefit of creditors of the Company, or admit in writing the inability of the Company to pay its debts generally as they become due or declare or effect a moratorium on the Company debt or take any action in furtherance of any action; or

(c) merge or consolidate with any other entity.

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no member shall have any ownership interest in any Company property in its individual name or right, and each member's membership interest shall be personal property for all purposes.

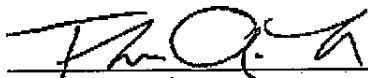
ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be conditioned upon the unanimous consent of the members.

ARTICLE VI - PURPOSE

The Company's business and purpose shall consist solely of ownership of a limited liability interest in AET Towers, LLC., a Delaware limited liability company, and such activities as are necessary, incidental or appropriate in connection therewith.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 1 day of November, 2000.



Signature of a member or an authorized
representative of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Thomas Lihan



Steven Santolla

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: MATECUMBE AIRPORT TOWERS, L.L.C.
2. The name and the Florida street address of the registered agent are:

Steven Santolla
150 SE Twelfth Street, Suite 300
Fort Lauderdale, FL 33316

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Steven Santolla

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