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November 27, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment to
Articles of Organization of
Florida Tower Holdings, L.L.C.

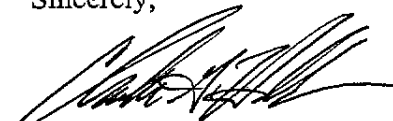
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Dear Sirs and Madams:

Please find enclosed Articles of Amendment to the Articles of Organization of Florida Tower Holdings, L.L.C. and a check in the amount of \$55.00, representing \$25.00 for the Filing Fee and \$30.00 for a Certified Copy of the Recorded Articles of Amendment to the Articles of Organization for the limited liability company.

Please feel free to call me at the number above with any questions you may have.

Sincerely,


Clarke G. Hobby

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
FLORIDA TOWER HOLDINGS, L.L.C.

Pursuant to the provisions of Fla. Stat. §608.411, Florida Tower Holdings, L.L.C., a Florida limited liability company (the "Company"), whose Articles of Organization were filed November 29, 2000, adopts the following Articles of Amendment to its Articles of Organization:

- FIRST:** As of the date of the adoption of these Articles of Amendment, the Company shall be **manager-managed**, and the Articles III and V of the Company's Articles of Organization shall be amended to state that all of the Company's powers shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of, the manager or managers of the Company, and that the management of the Company is vested in the manager or managers, not reserved in the members.
- SECOND:** The initial Manager of the Company shall be **Russell P. Mathews**.
- THIRD:** The date of the adoption of this amendment is November 27th, 2001.
- FOURTH:** The amendment was approved by a unanimous consent of the members and, therefore, a sufficient number of votes were cast for approval of the amendment.
- FIFTH:** This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Organization with the Secretary of State of Florida.

Signed this 27th day of November, 2001.



Russell P. Mathews

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT OF MEMBERS

The undersigned, representing the sole member of the Company, and as designated in the Article V of the Company's Articles of Organization, hereby consents to the foregoing Articles of Amendment to the Company's Articles of Organization, providing that the Company shall be manager-managed and that the initial Manager of the Company shall be Russell P. Mathews.



Russell P. Mathews

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA