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August 13, 2001

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

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

300004536493--9
-08/15/01--01061--008
*****55.00 *****55.00

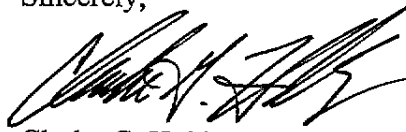
Dear Sirs and Madams:

L01-823

Per your letter of August 8, 2001, a copy of which is attached hereto, please find enclosed revised Articles of Amendment to the Articles of Organization of Signal 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

Wg/k2

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01 AUG 15 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 8, 2001

CLARKE G. HOBBY
HOBBY GREY & REEVES
109 N. BRUSH STREET, STE. 440
TAMPA, FL 33602

SUBJECT: SIGNAL TOWER HOLDINGS, L.L.C.
Ref. Number: L01000000823

We have received your document for SIGNAL TOWER HOLDINGS, L.L.C., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$55.00.

Also, in the fourth article of your amendment, you refer to them as amending "articles of incorporation." Because the entity being amended is an L.L.C., the reference should be to "articles of organization."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 401A00045628

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Pursuant to the provisions of Fla. Stat. §608.411, this limited liability company, whose Articles of Organization were filed January 12, 2001, adopts the following Articles of Amendment to its Articles of Organization:

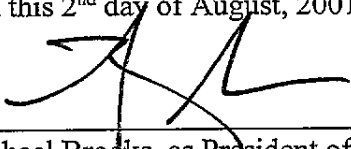
FIRST: As of the date of the adoption of these Articles of Amendment, the sole remaining member of the limited liability company shall be **Signal Management Group, Inc., a Florida corporation.**

SECOND: The date of the adoption of this amendment is August 2, 2001.

THIRD: The amendment was approved by a unanimous consent of the members. The number of votes cast for the amendment was sufficient for approval.

FOURTH: 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 2nd day of August, 2001.

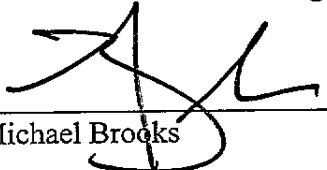


R. Michael Brooks, as President of
Signal Management Group, Inc., a
Florida corporation


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TALLAHASSEE FLORIDA

CONSENT OF FORMER MEMBERS

The undersigned, representing all of the former members of the limited liability company, as designated in the Article V of the Articles of Organization of the limited liability company, hereby consent to the foregoing Articles of Amendment to the Articles of Organization, removing the undersigned as members and making Signal Management Group, Inc., a Florida corporation the sole remaining member of the limited liability company.



R. Michael Brooks



Russell P. Mathews

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TALLAHASSEE FLORIDA