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T. BUCKINGHAM BIRD

ATTORNEY AT LAW

P. O. BOX 247

MONTICELLO, FLORIDA 32345

220 South Cherry Street
904-997-3503

FILED
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TALLAHASSEE, FLORIDA
Colby D. Griffin
Legal Assistant
Celinda C. Young

January 31, 1997

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

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Re: Omni Sites, L.C.

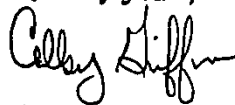
Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Organization, together with original Certificate of Designation Registered Agent/Registered Office and Affidavit of Membership and Contributions for filing with the Florida Secretary of State as soon as possible.

I have also enclosed the trust account check #11228 in the amount of \$346.50 to cover the cost of same. Please return a certified copy of the Articles for our file.

As always, thank you for your assistance. If you should have any questions, please give me a call.

Very truly yours,



Colby D. Griffin
Paralegal to
T. Buckingham Bird

CDG/
Enclosures: As Stated

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ARTICLES OF ORGANIZATION

OF

OMNI SITES, L.C.

The undersigned subscriber to these Articles of Organization, being a natural person competent to contract, and to form a limited liability company under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Limited Liability Company is:

OMNI SITES, L.C.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company in the State of Florida is 225 East Washington Street, Monticello, FL 32344.

ARTICLE III. DURATION

The period of duration for this Limited Liability Company is perpetual.

ARTICLE IV. MANAGEMENT

OMNI SITES, L.C., is to be managed by the members and the names and addresses of such managing members are:

FRED BESHEARS P.O. Box 160, Monticello, FL 32344

TIM BARFIELD 225 East Washington Street, Monticello, FL 32344

ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to this organization upon the consent of the

majority of the existing members and upon their contribution to the organization of an amount determined by the existing members.

ARTICLE VI. MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in the Limited Liability Company upon the vote of the majority of the membership.

ARTICLE VII. CAPITAL CONTRIBUTION

TIM BARFIELD - Organizational services performed with	
a value of:	\$1,000.00.
FRED BESHEARS	\$1,000.00.

ARTICLE VIII. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent is:

T. BUCKINGHAM BIRD, ESQUIRE
220 S. Cherry Street
P.O. Box 247
Monticello, FL 32345

ARTICLE IX. SUBSCRIBERS

The name and post office address of the subscriber of these Articles of Organization, the number of shares of stock to issue and the value of the consideration thereof are:

<u>NAME</u>	<u>ADDRESS</u>	<u>INTEREST</u>	<u>CONTRIBUTION</u>
FRED BESHEARS	P.O. Box 160 Monticello, FL 32345	50%	\$1,000.00

TIM BARFIELD

225 East Washington St. 50%
Monticello, FL 32344

\$1,000.00

ARTICLE X. INITIAL CAPITAL

The amount of capital with which this Limited Liability Company will begin business is FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

ARTICLE XI. NATURE OF BUSINESS

The general nature of the business to be transacted and the objects and purposes of this organization shall be as follows:

- (1) To provide wireless communication system sites.
- (2) To engage in any activities or business permitted under the laws of the United States and Florida.
- (3) To conduct businesses in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property in the State of Florida and in all other states in the United States of America.
- (4) To conduct debts and borrow money, issue and sell, or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfer of corporate property or other indebtedness.
- (5) To exercise generally any and all powers now or hereafter conferred upon corporations by the laws of the State of Florida.
- (6) To do any and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental for the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the organization.

(7) The foregoing clauses shall be construed as objects, purposes, powers and provisions for the regulation of the business and the conduct of the affairs of the operation, and the members, in addition to these powers specifically conferred upon the organization by law, and the foregoing specific enumeration of powers and purposes shall not be construed as limiting, or restricting, in any manner, the powers and purposes of the organization otherwise granted by law.

ARTICLE XII. DIRECTORS

This Limited Liability Company shall have two (2) members initially. The number of members may be increased or diminished from time to time by the Operating Agreement adopted by the members, but shall never be less than one.

ARTICLE XIII. INITIAL DIRECTORS

The names and post office addresses of the initial membership is:


<u>NAME</u>	<u>ADDRESS</u>
FRED BESHEARS	P.O. Box 160 Monticello, FL 32345
TIM BARFIELD	225 East Washington Street Monticello, FL 32344

ARTICLE XIV. AMENDMENT

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved by the managing members, proposed by them to all the members, and approved at a members' meeting by a majority of the members entitled to vote thereon, unless all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

EXECUTED by the undersigned at Monticello, Florida on January _____, 1997.


FRED BESHEARS


TIM BARFIELD

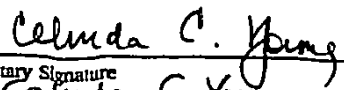
STATE OF FLORIDA

COUNTY OF JEFFERSON

The foregoing instrument was acknowledged before me this 23rd of January, 1997, FRED BESHEARS and TIM BARFIELD (X) who are personally known to me or () who has produced _____ as identification and who (did) (did not) take an oath.



Celinda C. Young
MY COMMISSION # CC601862 EXPIRES
December 3, 2000
BONDED THRU TROY FATH INSURANCE, INC.


Notary Signature
Celinda C. Young
(Type or Print Notary Name)
Notary Public, State of Florida at Large

My Commission Expires:

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF JEFFERSON

I, TIM BARFIELD, President and authorized representative of OMNI SITES, L.C., depose and say:

1) The above limited liability company has at least two (2) members:

2) The total amount of cash contributed by the members is:
\$ 500.00.

3) If any, the agreed value of the property other than cash contributed by members is: \$ 500.00.

A description of the property is attached and made a part hereto.

4) The amount of cash or property anticipated to be contributed by members is: \$ 1,000.00.

5) The total amount of 2, 3 and 4 is: \$ 2,000.00.

Tim Barfield

TIM BARFIELD, President of
OMNI SITES, L.C.

January 31, 1997.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Limited Liability Company is:

OMNI SITES, L.C.

2. The Name and address of the Registered Agent and office is:

T. BUCKINGHAM BIRD, ESQUIRE
220 S. Cherry Street
P.O. Box 247
Monticello, FL 32344



TIM BARFIELD
President

January 23, 1997.

TALLAHASSEE, FLORIDA

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FILED

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.



T. BUCKINGHAM BIRD

January 23, 1997.