THE UNITED STATES CORPORATION		
COMPANY	NT NO. : 072100000032	
REF	ERENCE : 501250 8690A	L
` AUTHORIZ	ZATION: Patricia Pari	ut
COST	LIMIT : \$ 337.50	·
ORDER DATE : Augus	st 19, 1997	
ORDER TIME : 10:19	9 AM	
ORDER NO. : 50125	50-005	30000227127
CUSTOMER NO:	8690A	
	bara Kaufmann KORN & KAN, P.A.	TAL TAL
P. O. Bo	ox 8020	AUG CAH
Hallanda	ale, FL 33008	19 1
<u>D(</u>	OMESTIC FILING	E PESAT
NAME: IT	TCON TOWER V VENTURE, L.C.	.m⊄£
E	FFECTIVE DATE:	97 AI DIYISIC DRPORA
ARTICLES OF CERTIFICATE	INCORPORATION OF LIMITED PARTNERSHIP	15 19 110N
PLEASE RETURN THE	FOLLOWING AS PROOF OF FILI	ing:
XX CERTIFIED C		COAPGRATION

W97-19163

SN AUG 1 9 1997



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 19, 1997

CSC NETWORKS 1201 HAYS ST. TALLAHASSE, FL 32301-2607

SUBJECT: ITCON TOWER V VENTURE, L.C. Ref. Number: W97000019163

We have received your document for ITCON TOWER V VENTURE, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

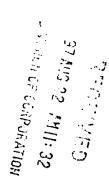
Please state the TOTAL AMOUNT OF CASH or PROPERTY anticipated to be contributed by the members in the affidavit...

Please return the original and one copy of 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) 487-6052.

Sandy Ng **Document Specialist**

Letter Number: 497A00041954



ARTICLES OF ORGANIZATION OF ITCON TOWER V VENTURE, L.C.

97 AUG 19 AMII: 43
ALLAH SSEE FI MATE The undersigned initial member of ITCON TOWER V VENTURE, L.C limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: ITCON TOWER V VENTURE, L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue until December 31, 2044, unless otherwise dissolved pursuant to Article VIII of these Articles of organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

307 South 21st Avenue Hollywood, Florida 33020

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

307 South 21st Avenue Hollywood, Florida 33020

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be.

GARY A. KORN, ESQ.
BEDZOW, KORN, BROWN, WOLFE & LIPTON, P.A.
20803 Biscayne Boulevard, Suite 200
Aventura, Florida 33180
(305) 935-6888

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those members of the Company in attendance at a duly called meeting of the members at which a quorum exists or by written consent of a majority of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations adopted by the Company and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations adopted by the Company, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations adopted by the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company, and so long as there remains two (2) members of the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The names and addresses of the initial managers of the Company are set forth below. The initial managers shall serve as managers until the first annual meeting of members or until their successors are elected and qualify.

Initial Manager:

HARVEY BIRDMAN

Address:

307 South 21st Avenue Hollywood, Florida 33020

Initial Manager:

HERBERT HIRSCH

Address:

307 South 21st Avenue Hollywood, Florida 33020

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations adopted by the Company upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization this 15th day of August, 1997.

INITIAL MEMBER:

GARY A. KORN

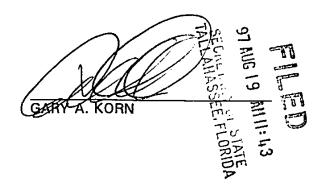
CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 608.415 and 608.507 of the

Florida Limited Liability Company Act:

Having been appointed registered agent of ITCON TOWER V VENTURE, L.C. in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Dated: August 19, 1997



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as the initial member of ITCON TOWER V VENTURE, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

- 1. The Company has at least two members.
- 2. As of the date hereof, the amount of capital contributions to the Company made by the members is as follows:

\$10.00

- 3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00.
- 4. The total amount of cash or property anticipated to be contributed by member(s) is \$510.00. This total includes amounts from 2 and 3 above.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that the undersigned has read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.

DATED: August 18, 1997

INITIAL MEMBER:

GARY A: KORN

STATE OF FLORIDA

) SS:

COUNTY OF DADE

SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me this 15 th day of August, 1997 by GARY A. KORN, who is personally known to me and who did take an oath.

My Commission Expires:

Notary Public, State of Florida

Print Name:

