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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

CEA Tower Investors LLC

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other LLC

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**CERTIFICATE OF AMENDMENT  
TO ARTICLES OF ORGANIZATION  
OF  
CEA TOWER INVESTORS, L.L.C.**

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The undersigned being one of the members named in the Articles of Organization of CEA TOWER INVESTORS, L.L.C., a Florida limited liability company, (the "Company"), in accordance with the provisions of Chapters 608 and 621, Florida Statutes, hereby amends its Articles of Organization as set forth below:

1. The name of the Company is CEA TOWER INVESTORS, L.L.C. .
2. The Articles of Organization for the Company were filed with the Florida Department of State on November 12, 1998.
3. Article VIII of the Company's Articles of Organization is hereby deleted in its entirety and the following is substituted therefor:

**"ARTICLE VIII  
MANAGEMENT**

Management of the Limited Liability Company is reserved to its Members in accordance with the Regulations of the Limited Liability Company. The names and addresses of the Members are as set forth on the attached Amended Exhibit "A" which is incorporated herein by this reference."

4. This Certificate of Amendment Shall be effective upon filing with the Florida Department of State.
5. Except as expressly provided herein, all of the terms and provisions of the Articles of Organization shall remain in full force and effect and are hereby ratified and confirmed.

The execution of this Certificate of Amendment of the Articles of Organization by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

IN WITNESS WHEREOF, the undersigned, constituting at least one of the Members of CEA TOWER INVESTORS, L.L.C., has executed this Certificate of Amendment of Articles of Organization this 21 day of January, 1999.

CEA TOWER INVESTORS, L.L.C.,  
By: CEA Investors, Inc., a Member

By:   
J. Patrick Michaels, Jr., Pres.

**CEA TOWER INVESTORS, L.L.C.**

**AMENDED EXHIBIT "A" TO  
ARTICLES OF ORGANIZATION**

**Members**

Mediatel Investments, Inc.  
29 Commonwealth Avenue  
Boston, MA 02116

Robert W. Johnson, IV  
630 Fifth Avenue  
Suite 1510  
New York, NY 10111

CEA Investors, Inc.  
101 E. Kennedy Blvd.  
Suite 3300  
Tampa, FL 33602

Rockworker, Inc.  
2900 West Park Row  
Suite D  
Arlington, TX 76013

Tom MacCrory  
1380 Eaves Spring Road  
Malvern, PA 19355

Steve Bitner  
824 Topaz Drive  
West Chester, PA 19380

Brian Sweeney  
1304 North Tulip Drive  
West Chester, PA 19380

CEA Merchant Banking Investors, Ltd.  
101 E. Kennedy Blvd.  
Suite 3300  
Tampa, FL 33602

Bay Shore Enterprises, LLC  
c/o Timothy B. Robertson  
2877 Guardian Ln.  
Virginia Beach VA, 23452

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