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LIMITED LIABILITY COMPANY

TC Florida Towers II, LLC.

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TC FLORIDA TOWERS II, L.L.C.

ARTICLES OF ORGANIZATION

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby adopts the following Articles of Organization:

ARTICLE I. NAME

The name of the Company is: TC Florida Towers II, L.L.C.

ARTICLE II. ADDRESS

The mailing address and street of the principal office of the Company is: One Independent Drive, Suite 1600, Jacksonville, Florida 32202-5009.

ARTICLE III. DURATION AND CONTINUATION

The period of duration for the Company shall be perpetual.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The Company designates One Independent Drive, Suite 1600, Jacksonville, Florida 32202-5009 as the street address of the initial registered office of the Company and names David S. Boone as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE V. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority in interest of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company. An assignee of a limited liability company interest in the Company may become a Member upon the approval of a majority in interest of the Members of the Company.

ARTICLE VI. MANAGEMENT

The Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected annually by a majority in interest of the Members of the

Prepared by Richard G. Boswinkle
Holland & Knight LLP (904)354-4141
One Independent Drive #2000
Jacksonville, FL 32202
Florida Bar No.: 974950

Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follows:

TowerCom Holdings, LLC

One Independent Drive, Suite 1600
Jacksonville, FL 32202

Each Manager shall serve in such capacity until the first annual meeting of the Members or until his successor is duly elected and qualified.

ARTICLE VII. MEMBERS RIGHTS TO CONTINUE BUSINESS

The Members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the limited liability company in the manner set forth in the Regulations of the Company.

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

ARTICLE IX. Affidavit of Membership and Contributions

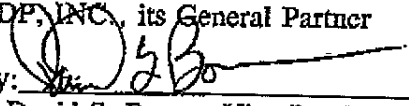
The undersigned member of TC Florida Towers, II, L.L.C. certifies:

- (A) the above named limited liability company has at least one Member;
- (B) the total amount of cash contributed by the Members is \$10.00;
- (C) the agreed value of the property other than cash contributed by the Members is \$0.00; and
- (D) the total amount of cash and property contributed and anticipated to be contributed by the Members is \$50,000.00.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 25th day of February, 1999.

TOWERCOM DEVELOPMENT, LIMITED
PARTNERSHIP, a Florida limited partnership,
Member

By: LDP, INC., its General Partner

By: 
David S. Boone, Vice President

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the limited liability company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and acknowledges that it is familiar with, and accepts, the obligations of such position.



David S. Boone

Dated: February 25, 1999

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