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LIMITED LIABILITY AMENDMENT

TOWERCOM MANAGEMENT, L.L.C.

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CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
TOWERCOM MANAGEMENT, L.L.C.

Pursuant to the provisions of Section 608.411, Florida Statutes, the Articles of Organization of TowerCom Management, L.L.C. (the "Company") are hereby amended according to this Certificate of Amendment.

1. The name of the Company is TowerCom Management, L.L.C.
2. The date of filing of the Company's Articles of Organization is April 21, 1999.
3. Article V of the Articles of Organization of the Company is hereby deleted in its entirety and the following language is inserted in lieu thereof:


"ARTICLE V. - MANAGING MEMBER

The management of the Company shall be vested in the members. Southcoast Capital Corporation shall act as the managing member, having an address at One Independent Drive, Suite 1600, Jacksonville, Florida 32202."

4. Except as hereby amended, the Company's Articles of Organization shall remain the same.

IN WITNESS WHEREOF, the undersigned sole member of the Company has executed this Certificate of Amendment this 1st day of June, 1999.

SOUTHCOAST CAPITAL CORPORATION

By: 

Print Name: David S. Boone

Title: Vice President

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Prepared by Christopher G. Commander
Holland & Knight LLP (904) 354-4141
One Independent Drive, #2000
Jacksonville, FL 32202
Florida Bar No. 0082228

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**RESIGNATION OF MANAGER
TOWERCOM MANAGEMENT, L.L.C.**

The undersigned, LDP, INC., a Florida corporation, hereby tenders its resignation as the manager of the above limited liability company, effective as of June 1, 1999.

Dated: June 1, 1999

LDP, INC.

By: 

David S. Boone, Vice President

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