

L99000003282

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000013779 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4003

From:
Account Name : HOLLAND & KNIGHT OF JACKSONVILLE
Account Number : 074323003114
Phone : (904) 354-4141
Fax Number : (904) 358-2199

Name	MJH
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

LIMITED LIABILITY COMPANY

Towercom Holdings II, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$285.00

RECEIVED

99 JUN -8 AM 11:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
99 JUN -8 PM 2:43
SECRETARY OF STATE
DIVISION OF CORPORATIONS

TOWERCOM HOLDINGS 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, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the Company is: TOWERCOM HOLDINGS II, L.L.C.

ARTICLE II. ADDRESS

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

1 Independent Drive, Suite 1600
Jacksonville, Florida 32202

ARTICLE III. DURATION AND CONTINUATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Regulations or by the unanimous written agreement of all members.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The Company designates 1 Independent Drive, Suite 1600, Jacksonville, Florida 32202 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. MANAGING MEMBER

The Management of the Company shall be vested in the members. TowerCom Development II, L.L.C. shall act as the managing member, having an address at 1 Independent Drive, Suite 1600, Jacksonville, Florida 32202.

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of a majority 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.

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

H99000013779 6

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -8 PM 2:43

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 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.

IN WITNESS WHEREOF, the undersigned sole member has executed these Articles of Organization this 28 day of May, 1999.

TOWERCOM DEVELOPMENT II, L.L.C.

By: [Signature]
Print Name: David S. Boon
Title: UP

TOWERCOM HOLDINGS II, L.L.C.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

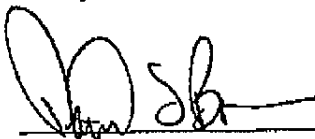
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, TOWERCOM HOLDINGS II, L.L.C., a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is: TowerCom Holdings II, L.L.C.
2. The name of the registered agent and the address of the registered office are:

NAME: David S. Boone

ADDRESS: 1 Independent Drive, Suite 1600
Jacksonville, Florida 32202

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.



David S. Boone

Dated: 5/28, 1999

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, the sole member of TowerCom Holdings II, L.L.C., deposes and says:

- 1) The above-named limited liability company has at least one (1) member.
- 2) The total amount of cash contributed by the member is \$100.00.
- 3) No property other than cash has been contributed by the member.
- 4) The total amount of cash and property anticipated to be contributed by members, including the amounts indicated in paragraphs 2 and 3 above, is \$ 1,000.00.

TOWERCOM DEVELOPMENT II, L.L.C.

By: [Signature]
Print Name: David S Boone
Title: UP

JAX1-359242
60074-1