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LIMITED LIABILITY COMPANY

TowerCom Development II, L.L.C.

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## TOWERCOM DEVELOPMENT 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 limited liability company is:

TOWERCOM DEVELOPMENT II, L.L.C.(the "Company")

## 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. MANAGEMENT

The management of the Company shall be vested in the members. Southeast Capital Corporation shall act as the managing member, having an address at One 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

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ARTICLE VII. MEMBERS RIGHTS TO CONTINUE BUSINESS

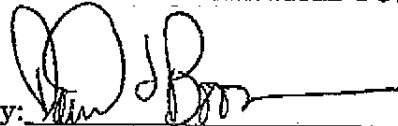
The members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company in the manner set forth in the Regulations of the 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 17 day of June, 1999.

SOUTHCOAST CAPITAL CORPORATION

By: 

Print Name: David S. Boone

Title: Vice President

## TOWERCOM DEVELOPMENT II, L.L.C.

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE

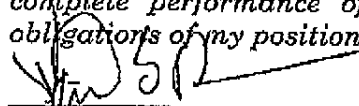
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, TOWERCOM DEVELOPMENT II, L.L.C., a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the State of Florida.

1. The name of the Company is: TowerCom Development 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: June 17, 1999

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, the sole member of TowerCom Development 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 \$10,000.00.
- 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 \$100,000.00

SOUTHCOST CAPITAL CORPORATION

By: Print Name: David S. BooneTitle: Vice President

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