

F.E.

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May 9, 2001

VIA FEDERAL EXPRESS

m01000001059

Ms. Brenda Tadlock
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Earl Telecom, L.L.C.
Our File No. 4523.001

Dear Ms. Tadlock:

In reference to the above-captioned matter, I am enclosing the following documents:

- 1) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida ("Application");
- 2) Certificate of Designation of Registered Agent; ✓
- 3) Certificate of Fact from the Commonwealth of Virginia State Corporation Commission; and ✓
- 5) A check made payable to the Florida Department of State in the amount of \$130.00, of which \$100.00 is the filing fee for the Application, \$25.00 is the designation of registered agent fee and \$5.00 is for a Certificate of Status. ✓

Once the Application have been filed, please expedite the Certificate of Status, together with the Certificate of Authority to my attention at 1435 Crossways Blvd., Suite 200, Chesapeake, Virginia 23320, via Federal Express account no. 0235-0670-0. If you have any questions, please let me know.

Name	Heit
Availability	
Document Examiner	Heit
Updater	
Verifier	
Indexer	
Enclosures	
cc:	Mr. Dominic Albero (w/copies of enclosures)
Acknowledged	
A. P. Verifier	

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Sincerely yours,

Michelle D. O'Neal
Paralegal

5000004195185-1
05/11/01-01027-012
****130.00 ****130.00

100.00
5.00
25.00
25.00
TOTAL
BALANCE DUE \$
REFUND \$

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

✓ 1. Earl Telecom, L.L.C.
(Name of foreign limited liability company)

✓ 2. Virginia
(Jurisdiction under the law of which foreign limited liability
company is organized)

4. March 1, 2001
(Date of Organization)

3. Applied for
(FEI number, if applicable)

5. Perpetual
(Duration: Year limited liability company will cease to
exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 826 Mount Vernon Avenue
Portsmouth, Virginia 23707
(Street address of principal office)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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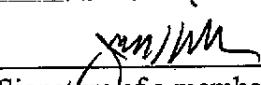
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Jerrold L. Miller, 826 Mount Vernon Avenue, Portsmouth, Virginia 23707

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Construction,
development, sale and leasing of sites for cellular towers.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)

Jerrold L. Miller, Manager
Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Earl Telecom L.L.C.

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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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 as provided for in Chapter 608, F.S.

C T Corporation System



(Signature)

Judith B. Argao
Vice President

**\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)**

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

A certificate of organization was issued by the Commission to Earl Telecom, L.L.C., a limited liability company formed under the laws of VIRGINIA, effective as of March 01, 2001.

This certificate is in effect as of this date.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:
April 26, 2001*

A handwritten signature of Joel H. Peck.

Joel H. Peck, Clerk of the Commission

