

m 9500000022

ATC - Prime I, L.L.C.
Requestor's Name

3411 Richmond Ave., Ste 400
Address

Houston, Tx 77046
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #) 200002301542--1
-09/23/97--01101--004
*****52.50 *****52.50
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

FILED
97 SEP 22 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>name change</i>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Acknowledgement DCC
<input type="checkbox"/>	W. P. Verifier DCC

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. TAX _____
 FILED 52.50
 R. ACT. FEE _____
 C. _____
 T. _____
 N. _____
 BALANCE DUE _____
 REFUND _____

Examiner's Initials _____

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Department of
State: PRIME TOWERS, L.L.C., LIMITED COMPANY
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: January 19, 1995

SECTION II (4-7 complete only the applicable changes)


4. If the amendment changes the name of the limited liability company, when was the
change effected under the laws of its jurisdiction of organization? October 11, 1996
5. New name of the limited liability company: ATC - Prime I, L.L.C.

(Name must end with the words "limited company" or the abbreviation "L.C." if not so
contained in the name at present.)

6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization indicate new jurisdiction:

September 3, 1997
Date



Signature of a member or the authorized
representative of a member

Marty Jimmerson V.P.
Typed of printed name

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TALLAHASSEE, FLORIDA

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PRIME COMMUNICATION SITES, L.L.C", FILED A RESTATED CERTIFICATE, CHANGING ITS NAME TO "ATC-PRIME I, L.L.C.", THE SIXTEENTH DAY OF OCTOBER, A.D. 1996, AT 2 O'CLOCK P.M.

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97 SEP 22 PM 2:30
STATE SECRETARY OF STATE
TALLMAGE BUILDING, DOVER, DE



Edward J. Freel

Edward J. Freel, Secretary of State

2463797 8320

971267325

AUTHENTICATION:

8599946

DATE:

08-11-97

**AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
PRIME COMMUNICATION SITES, L.L.C.**

The Limited Liability Company was originally formed in the State of Delaware under the name "Prime Communication Sites, L.L.C.", and the original Certificate of Formation was filed with the Secretary of State on January 17, 1995; and is hereby amended and restated in its entirety to read as:

1. *Name.* The name of the Company is ATC-Prime I, L.L.C.
2. *Registered Office; Registered Agent.* The address of the registered office required to be maintained by Section 18-104 of the Act is:

1209 Orange Street
Wilmington, Delaware 19801

The name and the address of the registered agent for service of process required to be maintained by Section 18-104 of the Act are:

The Corporation Trust Company
1209 Orange Street
Wilmington, Delaware 19801

EXECUTED as of October 11, 1996.

By: Fred R. Lummis

Fred R. Lummis
President/Authorized Person

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2. _____ 000002301540--7
(Corporation Name) (Document #) -09/23/97--01101--001
*****35.00 *****35.00

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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STATE
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<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Ackno Judgment
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. TAX _____
 FILING 35.00
 R. AGENT FEE _____
 C. COPY _____
 TOLL _____
 N. C. F. K _____
 BALANCE DUE _____
 REFUND _____

Examiner's Initials

Florida Department of State, Sandra B. Mortham, Secretary of State
**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company organized under the laws of the State of DELAWARE, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the limited liability company is: ATC - PRIME I, L.L.C.

1b. The mailing address of the limited liability company is: 3411 Richmond Ave., Suite 400
Houston, Texas 77046

1c. Date of filing/registration in Florida: 1/19/95 Document number: M9500000022

2. The name and address of the current registered agent and office:

The Prentice-Hall Corporation System, Inc.
1201 Hays Street, Suite 105
Tallahassee, Florida 32301

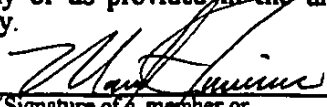
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TALLAHASSEE, FLORIDA

3. The name and address of the new registered agent and office: (P.O. BOX NOT ACCEPTABLE)

C.T. Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

After the change or changes are made, the street address of the registered office and the business office of the registered agent will be identical.

Such change was authorized by affirmative vote of a majority of the members of the limited liability company or as provided in the articles of organization or the regulations of the limited liability company.


(Signature of a member or authorized representative of a member)

September 3, 1997
(Date)

Marty Jimmerson, V.P.
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated limited liability company, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

September 9, 1997
(Date)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314