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Attorneys and Counsellors at Law

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March 3, 2000

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

Re: The Southern Tower Company

Gentlemen:

Enclosed herewith you will find Articles of Incorporation and Designation and Acceptance of Registered Agent, together with our firm check in the amount of \$79.75 representing filing fee of \$35.00 for articles; filing fee of \$35.00 for designation and acceptance and \$9.75 for a certified copy.

Thank you for your cooperation in this matter and please don't hesitate to contact me if you have any questions.

Sincerely,

Sheila H. Charles

Sheila H. Charles
Legal Assistant

Encls:

FILED
00 MAR -6 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE SOUTHERN TOWER COMPANY OF TAMPA

FILED
00 MAR -6 PM 2:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, certify that we have associated ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida, Florida Statutes, Chapter 607- Florida Business Corporation Act, providing for the formation, rights, privileges, and immunities of corporations for profit. We further declare that the we have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation shall be **THE SOUTHERN TOWER COMPANY OF TAMPA** (hereinafter, the "Corporation").

ARTICLE II
Nature of Business

The general nature of the business or businesses to be transacted by the Corporation shall be as follows:

- (1) To engage in the business of providing professional services and consulting, to operate and construct cellular towers, and provide cellular phone consulting services for clients.
- (2) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, convey, deed or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to engage in any activity or business permitted under the laws of the United

States and the State of Florida.

- (3) To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, deed, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries.
- (4) To contract debts and borrow money, issue and sell or pledge bonds, debentures, transfers of Corporation property or other instruments to secure the payment of the Corporation's indebtedness as required.
- (5) To purchase the assets of any other person, entity, association, limited liability company, partnership or corporation, foreign or domestic, and engage in the same or other character of business.
- (6) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire and dispose of the shares of the capital stock of or any bond, securities or other evidences of indebtedness created by any other person, entity, association, limited liability company, partnership or corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (7) To purchase, sell, hold and re-issue the shares of its capital stock.
- (8) To carry on any or all of its operations and businesses and to promote its object within the State of Florida, or elsewhere, without restrictions as to the place or amount.
- (9) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, limited liability company, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or

rescind any of such contracts.

- (10) To do any and all things herein set forth to the extent that natural persons might or could do in any part of the world as principals, agents, contractors, or otherwise, alone, or in the company of others.
- (11) To have and to exercise all the power conferred by the laws of the State of Florida now, or hereafter, upon corporations generally and to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the Corporation, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Corporation to carry on any business exercise or power, or do any act which a corporation may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III Exercise of Powers

All Corporation powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The Board of Directors shall have the power and authority to prescribe the consideration to be paid to the Corporation in exchange for the issuance and disposal of its capital stock. The Board of Directors shall also have the authority to adopt bylaws

which shall govern the operation of the business of the Corporation, and to thereafter amend the same and this Article from time to time if necessary.

ARTICLE IV Directors

The Corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Russell P. Mathews	345 Bayshore Blvd. Apt. # P.O.8 Tampa, FL 33606
R. Michael Brooks	2508 W. Tyson Ave. Tampa, FL 33611

ARTICLE V Officers

The names and addresses of the Officers of the Corporation, who shall hold office for the first year of existence of the Corporation, or until their successors are elected and have qualified are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Russell P. Mathews	345 Bayshore Blvd. Apt. # P.O.8 Tampa, FL 33606	President
R. Michael Brooks	2508 W. Tyson Ave. Tampa, FL 33611	Vice-President, Secretary

ARTICLE VI

Incorporators

The name and street address of the Incorporators to these Articles of Incorporation is:

Name

Address

Russell P. Mathews

345 Bayshore Blvd.
Apt. # P.O.8
Tampa, FL 33606

R. Michael Brooks

2508 W. Tyson Ave.
Tampa, FL 33611

ARTICLE VII

Duration of Existence

The Corporation shall have perpetual existence unless sooner dissolved according to law, and its existence shall commence upon filing.

ARTICLE VIII

Address of Registered Office, Registered Agent and Principal Office

The mailing address, and the address of the initial principal office and registered office of the Corporation in the State of Florida shall be 109 N. Brush Street, Suite 440, Tampa, Florida 33602. The name of the initial registered agent of the Corporation at such address shall be CLARKE G. HOBBY. The Corporation may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE IX
Indemnification of Directors and Officers

The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigate (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in it favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a Director or Officer of the Corporation or a Member, Director, Officer, employee or agent of any other company, partnership, limited liability company, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, to the fullest extent permitted by Florida law and in accordance with the procedures specified by Florida law for determining the legality, applicability or appropriateness of such indemnification.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided by law and all rights conferred upon Directors and Officers are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


ARTICLE XI
Shares

The total amount of authorized capital stock of the Corporation shall be ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00) to be divided into ONE THOUSAND (1,000) shares of the par value of ONE AND NO/100 DOLLAR (\$1.00) each, all of which stock shall be common stock.

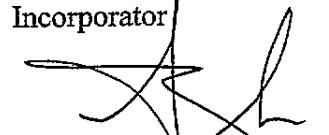
ARTICLE XII
Corporation Capital

The amount of capital with which the Corporation shall begin business shall not be less than ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00).

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 28th day of February, 2000.



RUSSELL P. MATHEWS,
Incorporator

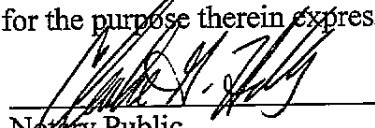


R. MICHAEL BROOKS,
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28th day of February, 2000, by **RUSSELL P. MATHEWS**, who is personally known to me, and known to me to be the person described herein and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purpose therein expressed.

NOTARY PUBLIC - STATE OF FLORIDA
CLARKE G. HOBBY
COMMISSION # CC817125
EXPIRES 3/14/2003
BONDED THRU ASA 1-888-NOTARY1



Notary Public

My Commission Expires:

March 13, 2003

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28th day of February, 2000, by **R. MICHAEL BROOKS**, who is personally known to me, and known to me to be the person described herein and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purpose therein expressed.

NOTARY PUBLIC - STATE OF FLORIDA
CLARKE G. HOBBY
COMMISSION # CC817125
EXPIRES 3/14/2003
BONDED THRU ASA 1-888-NOTARY1



Notary Public

My Commission Expires:


March 13, 2003

ACCEPTANCE OF REGISTERED AGENT

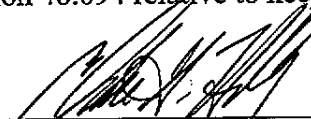
In compliance with Florida Statutes Section 48.091 and 607.0501 (3), the following is submitted:

The Southern Tower Company of Tampa, desiring to organize as a corporation under the laws of the State of Florida, has designated 109 N. Brush Street, Suite 440, Tampa, Florida 33602 as its initial Registered Office and has named Clarke G. Hobby, located at said address, as its initial Registered Agent.


RUSSELL P. MATHEWS


R. MICHAEL BROOKS

Having been named to Registered Agent for the above stated Corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.094 relative to keeping the office open.


CLARKE G. HOBBY

Date: February 28, 2000

FILED
00 MAR -6 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA