

FISCHLER & FRIEDMAN, P.A.

ATTORNEYS AT LAW
116 SOUTHEAST SIXTH COURT
FORT LAUDERDALE, FLORIDA 33301

MICHAEL A. FISCHLER
CIRCUIT COURT MEDIATOR
FAMILY COURT MEDIATOR
HOWARD S. FRIEDMAN*

October 23, 2000

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(954) 763-5778
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* ALSO MEMBER FEDERAL BAR

**VIA FEDERAL EXPRESS
806593946729**

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: C & R TOWERS, INC.
C & R TOWERS II, INC.
C & R TOWERS III, INC.
C & R TOWERS IV, INC.
C & R TOWERS V, INC.

800003436908--4
-10/24/00--01072--001
393.75 **78.75

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above five corporations, and our firm's check in the amount of \$393.75. This amount represents the filing fee and certified copy for each of the five corporations, (5 X \$78.75). Also enclosed is a self-addressed stamped envelope for mailing of the certified copies and receipts back to this office.

Should you have any questions in regard to the foregoing, please feel free to contact me at (954) 763-5778. Otherwise, thank you for your cooperation in the above regard.

Very truly yours,

FISCHLER & FRIEDMAN, P.A.

MICHAEL A. FISCHLER

MAF/dhs

Enc.

CC: C & R Towers, Inc.

FILED
00 OCT 24 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓
Feb
10/26

**ARTICLES OF INCORPORATION
OF
C & R TOWERS, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

C & R TOWERS, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock, \$.01 par value per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

FILED
00 OCT 24 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

**REGISTERED AGENT AND INITIAL
REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Senta Culp
2764 N.E. 33rd Street
Fort Lauderdale, Florida 33306

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have at least one director. The initial director of the Corporation shall be:

SENTA M. CULP
2764 N.E. 33rd Street
Fort Lauderdale, Florida 33306

ARTICLE VII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Senta M. Culp, and her address is 2764 N.E. 33rd Street, Fort Lauderdale, Florida 33306.

ARTICLE VII

INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to

be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court ordered indemnification shall, under any circumstances, be permitted.

ARTICLE IX

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X

CONTROL SHARE ACQUISITIONS

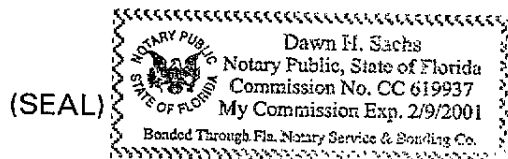
This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation this 13 day of Oct., 2000.

Senta M. Culp
SENTA M. CULP, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 13 day of October, 2000, by Senta M. Culp, as Incorporator, who is personally known.



Dawn H. Sachs
Notary Public
My Commission Expires: 2/9/01

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

C & R TOWERS, INC., a corporation existing under the laws of the State of Florida, with its principal office and mailing address at: 2764 N.E. 33rd Street, Fort Lauderdale, Florida 33306, has named Senta M. Culp, whose address is 2764 N.E. 33rd Street, Fort Lauderdale, Florida 33306, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.


SENTA M. CULP

FILED
00 OCT 24 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA