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97 JAN 10 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

January 8, 1997

Secretary of State  
Corporate Records Bureau  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

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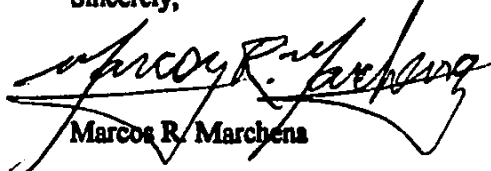
Re: Articles of Amendment of Articles of Incorporation of Larsen Cellular  
Communications, Inc.

Dear Sir or Madam:

Please find the original and copy of Articles of Amendment to Articles of  
Incorporation of Larsen Cellular Communications, Inc. Also enclosed is our firm check in  
the amount of \$35.00 representing your fees for filing the above mentioned documents.

Thank you for your assistance in this matter. Should you have any questions or  
comments, please call me.

Sincerely,

  
Marcos R. Marchena

/faw  
Enclosure

l-enc.faw

Amend

V8 JAN 17 1997

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
LARSEN CELLULAR COMMUNICATIONS, INC.**

**FILED**  
97 JAN 10 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

LARSEN CELLULAR COMMUNICATIONS, INC., a Florida corporation, by and through its President and Secretary David H. Larsen, hereby adopts an amendment to its Articles of Incorporation as hereinafter set forth.

1. Pursuant to Section 607.0704 and 607.0821 of the Florida Statutes, all of the Directors and all of the Shareholders of LARSEN CELLULAR COMMUNICATIONS, INC., signed on the 8<sup>th</sup> day of October, 1993, a written statement that certain amendment to the Articles of Incorporation of said corporation be adopted. Attached hereto as Exhibit "A" is such written statement entitled "UNANIMOUS STATEMENT MANIFESTING INTENTION TO AMEND THE ARTICLES OF INCORPORATION OF LARSEN CELLULAR COMMUNICATIONS, INC.,"

2. Articles VII of the Articles of Incorporation of said corporation shall be amended to add subsections (i) and (j) as set forth below.

- (i) Action by the corporation as general partner in any partnership or limited partnership for the incurrence of any debt or any capital expenditure in excess of \$30,000.00 by said partnership or limited partnership.
- (j) The determination to amend a management agreement between the corporation and a partnership or limited partnership for the development, construction and operation of a cellular telephone system in market 366A, Florida 7-Hamilton as defined by the Federal Communications Commission.

3. Except as modified herein, the Articles of Incorporation of said corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 8<sup>th</sup> day of October, 1993.

LARSEN CELLULAR COMMUNICATIONS, INC.,

By: 

DAVID H. LARSEN  
President

ATTEST:

  
\_\_\_\_\_  
DAVID H. LARSEN,  
Secretary

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 8th day of October, 1993 by DAVID H. LARSEN, as President and as Secretary of LARSEN CELLULAR COMMUNICATIONS, INC., who is personally known to me and who did not take an oath.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

MARIA M. FERNANDEZ  
Notary Public, State of Florida  
My Comm. expires April 22, 1995  
Comm. No. CC101741

**UNANIMOUS STATEMENT MANIFESTING INTENTION TO  
AMEND THE ARTICLES OF INCORPORATION OF  
LARSEN CELLULAR COMMUNICATIONS, INC.,**

WHEREAS, the undersigned, being all of the Directors and all of the Shareholders of LARSEN CELLULAR COMMUNICATIONS, INC., a corporation organized and existing under the laws of the State of Florida, and having its principal office in 407 Wekiva Springs Road, Suite 213, Longwood, Florida 32779, do hereby desire to manifest their intention to adopt an Amendment to the Articles of Incorporation of LARSEN CELLULAR COMMUNICATIONS, INC., (hereinafter referred to as the "Articles") in the manner hereinafter set forth; and

WHEREAS, the undersigned have executed this document pursuant to the provisions of Section 607.0704 and 607.0821 of the Florida Statutes for the purpose of expressing their unanimous intention and consent that the Articles be amended in the manner hereinafter set forth.

NOW, THEREFORE, the undersigned, and each of them, do hereby manifest their unanimous intention and consent that the Articles be, and they hereby are, amended as follows:

1. Article VII of the Articles shall be amended to add subsections (i) and (j) as follows:

- (i) Action by the corporation as general partner in any partnership or limited partnership for the incurrence of any debt or any capital expenditure in excess of \$30,000.00 by said partnership or limited partnership.
- (j) The determination to amend a management agreement between the corporation and a partnership or limited partnership for the development, construction and operation of a cellular telephone system in market 366A, Florida 7-Hamilton as defined by the Federal Communications Commission.

IN WITNESS WHEREOF, the undersigned, being all of the Directors and all of the Shareholders of LARSEN CELLULAR COMMUNICATIONS, INC., have hereunto subscribed their signatures this 22 day of October, 1993, and do hereby direct that this Amendment shall be filed with the Department of State of the State of Florida to be and become an amendment to the Articles of Incorporation of said corporation.

Signed, sealed and delivered  
in the presence of:

Name: \_\_\_\_\_

Name: \_\_\_\_\_

DAVID H. LARSEN

Name: \_\_\_\_\_

Name: \_\_\_\_\_

HANS H. LARSEN

Name: \_\_\_\_\_

Name: \_\_\_\_\_

A.L. SAUDER

Name: \_\_\_\_\_

*Cary Ferchill*  
Name: CARY FERCHILL

*John W. Sauder*  
JOHN W. SAUDER

Name: \_\_\_\_\_

Name: \_\_\_\_\_

ALANE SAUDER

Name: \_\_\_\_\_

Name: \_\_\_\_\_

SUZANNE SAUDER

**UNANIMOUS STATEMENT MANIFESTING INTENTION TO**  
**AMEND THE ARTICLES OF INCORPORATION OF**  
**LARSEN CELLULAR COMMUNICATIONS, INC.,**

WHEREAS, the undersigned, being all of the Directors and all of the Shareholders of LARSEN CELLULAR COMMUNICATIONS, INC., a corporation organized and existing under the laws of the State of Florida, and having its principal office in 407 Wekiva Springs Road, Suite 213, Longwood, Florida 32779, do hereby desire to manifest their intention to adopt an Amendment to the Articles of Incorporation of LARSEN CELLULAR COMMUNICATIONS, INC., (hereinafter referred to as the "Articles") in the manner hereinafter set forth; and

WHEREAS, the undersigned have executed this document pursuant to the provisions of Section 607.0704 and 607.0821 of the Florida Statutes for the purpose of expressing their unanimous intention and consent that the Articles be amended in the manner hereinafter set forth.

NOW, THEREFORE, the undersigned, and each of them, do hereby manifest their unanimous intention and consent that the Articles be, and they hereby are, amended as follows:

1. Article VII of the Articles shall be amended to add subsections (i) and (j) as follows:

- (i) Action by the corporation as general partner in any partnership or limited partnership for any of the activities listed in the preceding subparagraphs when any of those activities are undertaken with respect to the partnership or limited partnership.
- (j) The determination to amend a management agreement between the corporation and a partnership or limited partnership for the development, construction and operation of a cellular telephone system in market 366A, Florida 7-Hamilton as defined by the Federal Communications Commission.

IN WITNESS WHEREOF, the undersigned, being all of the Directors and all of the Shareholders of LARSEN CELLULAR COMMUNICATIONS, INC., have hereunto subscribed their signatures this 24 day of October, 1993, and do hereby direct that this Amendment shall be filed with the Department of State of the State of Florida to be and become an amendment to the Articles of Incorporation of said corporation.

Signed, sealed and delivered  
in the presence of:

Name: \_\_\_\_\_

Name: \_\_\_\_\_

  
DAVID H. LARSEN

Name: \_\_\_\_\_

Name: \_\_\_\_\_

  
HANS H. LARSEN

Name: \_\_\_\_\_

Name: \_\_\_\_\_

A. L. SAUDER

Name: \_\_\_\_\_

Name: \_\_\_\_\_

JOHN W. SAUDER

Name: \_\_\_\_\_

Name: \_\_\_\_\_

ALAN SAUDER

Name: \_\_\_\_\_

Name: \_\_\_\_\_

SUZANNE SAUDER