

GRAHAM & MOODY
ATTORNEYS AT LAW

WILLIAM B. GRAHAM
W. DOUGLAS MOODY, JR.
RICHARD N. SOX, JR.

CERTAIN ATTORNEYS ALSO
ADMITTED IN GEORGIA
AND TEXAS

ROBERT DE REYE
GOVERNMENTAL CONSULTANT
AND A MEMBER OF THE FLORIDA

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*****70.00 *****70.00

February 19, 1997

Ms. Kimberly Mitchell
Pinsky & Associates
1653 Fernando Drive
Tallahassee, Florida 32303

Dear Kimberly:

Please file the completed articles with the Department of
State, Division of Corporations, P.O. Box 6327, Tallahassee,
Florida 32314 with a check for \$70.00 (filing fee) made payable to
the Department of State.

If you have any further questions regarding this matter,
please do not hesitate to contact me.

Sincerely,

W. Douglas Moody, Jr.

RECEIVED
97 APR -8 PM 3:40
DIVISION OF CORPORATIONS

FILED
97 APR -8 PM 3:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

No copy
[Signature]

Call when
Ready

FILED
97 APR -8 PM 3:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit in accordance with Chapter 621, Florida Statutes and Chapter 607, Florida Statutes as applicable.

ARTICLE I

The name of the corporation shall be
GRYPHON HOLDINGS, INC.

ARTICLE II

The purposes for which this corporation is formed is to advise local governments about what they can do to benefit from personal wireless service facilities. We are a group of investment bankers - with extensive experience in municipal, real estate, asset-backed and telecom finance - and telecommunication experts - who will provide the technical functions such as site planning, zoning, topographical and geographical issues relevant to cellular site selection and acquisition.

ARTICLE III

The address of the initial registered office of the corporation is 1653 Fernando Drive, Tallahassee, FL 32303, and the name of its initial registered agent at such address is Kimberly A. Mitchell.

ARTICLE IV

The period of this corporation's duration is perpetual existence.

ARTICLE V

The number of directors constituting the initial board of directors is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Evan T. Booker
1653 Fernando Drive
Tallahassee, FL 32303

Kimberly A. Mitchell
1653 Fernando Drive
Tallahassee, FL 32301

The number of directors of the corporation set forth above shall constitute the authorized number of directors until changed by an amendment of these articles of incorporation or by a bylaw duly adopted by vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

ARTICLE VI

The total number of shares of all classes of stock which the corporation shall have authority to issue is one hundred (100) shares of common stock at One Dollar (\$1.00) par value each.

This Article can be amended only by the vote or written consent of the holders of fifty-one percent (51%) of the outstanding shares.

IN WITNESS WHEREOF, for the purposes of forming a corporation under the laws of the State of Florida, we, the undersigned, have personally executed these articles of incorporation on February 20, 1947.

Everett D. Baker
Kimberly K. Kuhl

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

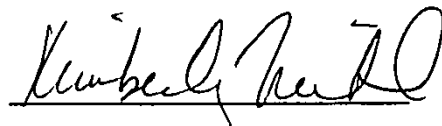
GRYPHON HOLDINGS, INC.

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

Kimberly Mitchell
Gryphon Holdings, Inc.
1653 Fernando Drive
Tallahassee, Florida 32303

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.



Date: April 7, 1997