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08 MAR -5 AM 9:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TROY H. MYERS, JR.
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JOHN J. WASKOM

WILLIAM W. MERRILL (RETIRED)
CURTIS J. TIMM (RETIRED)

* BOARD CERTIFIED MARITAL
AND FAMILY LAWYER

** BOARD CERTIFIED
REAL ESTATE LAWYER

*** BOARD CERTIFIED
CIVIL TRIAL LAWYER

ADDITIONAL JURISDICTIONS

* ADMITTED IN ILLINOIS
** ADMITTED IN U.S. VIRGIN ISLANDS
*** ADMITTED IN MICHIGAN
† ADMITTED IN WASHINGTON, D.C.
†† ADMITTED IN OHIO
††† LL.M. IN OCEAN AND COASTAL LAW

February 24, 1998

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Corporate Records Bureau
Division of Corporations
Secretary of State
PO Box 6327
Tallahassee, Florida 32301

RE: Articles of Incorporation
BLACK DOG TOWERS, INC.

Gentlemen:

Enclosed herewith are two copies of the Articles of Incorporation for Black Dog Towers, Inc., along with a check in the amount of \$122.50. Once these Articles have been filed, please return a certified copy to the undersigned.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.



Paul D. Beitlich

PDB/rl
enclosures
cc: Mr. Michael J. Welwood

P. Hall
MAR - 6 1998

ARTICLES OF INCORPORATION

OF

BLACK DOG TOWERS, INC.

FILED
98 MAR -5 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

I.

NAME

The name of this corporation is:

BLACK DOG TOWERS, INC.

II.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida, owning and renting, leasing, development of real estate, and real estate and building construction, commercial construction, communication tower construction, sales and marketing and the like.

III.

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock, par value one dollar (\$1.00) per share. Each of the said shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders.

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 735 Eagle Point Drive, Venice, Florida 34292, and

the name of the initial registered agent of this corporation is Michael J. Welwood, whose address is 735 Eagle Point Drive, Venice, Florida 34292.

V.

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by, or in the manner provided in, the bylaws but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Michael J. Welwood, President, Director
735 Eagle Point Drive
Venice, Fl 34292

Thomas J. Buehler, Vice President, Director
330 Laurel Hollow Drive
Nokomis, Fl 34275

Mark McCourt, Secretary, Treasurer
4518 Windsor Court East
Bradenton, Fl 34203

Lou C. Mancini, Jr., Vice President
8487 Cypress Lake Circle
Sarasota, Fl 34237

VI.

INCORPORATOR

The name and address of the person signing these Articles is:

Michael J. Welwood, President, Director
735 Eagle Point Drive
Venice, Florida 34292

VII.

PRINCIPAL OFFICE

For purposes other than contacting the registered agent, the mailing address of the principal office of the Corporation is:

735 Eagle Point Drive, Venice, Florida 34292

VIII.

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the board of directors.

IX.

DURATION

The existence of this corporation shall commence on the date of filing of these Articles by the Secretary of State, and shall be perpetual.

X.

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

XI.

PREEMPTIVE RIGHTS

Every shareholder, upon the issuance for cash, property or services of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which


it is offered to others.

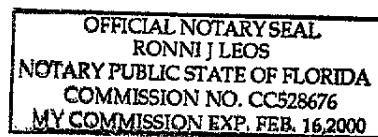
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of February, 1998.

 (SEAL)
MICHAEL J. WELWOOD

STATE OF FLORIDA)
)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 25 day of February, 1998, by MICHAEL J. WELWOOD, who is personally known to me or who has produced _____ as identification.


Notary Public
Printed Name: _____
Title or Rank: _____
Serial No. if any: _____

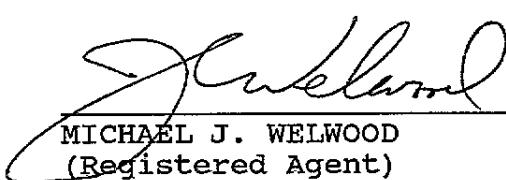


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS
MAY BE SERVED.

FILED
MAR 5 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.034, Florida Statutes, BLACK DOG
TOWERS, INC., desiring to organize under the laws of the State of
Florida, has named Michael J. Welwood located at 735 Eagle Point
Drive, Venice, Florida 34292, as its agent to accept service of
process within this state.

Having been named to accept service of process for the above
corporation at the place designated in this certificate, I hereby
accept appointment in such capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.


MICHAEL J. WELWOOD
(Registered Agent)

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