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NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
AMERICAN TOWERS OWNERS ASSOC
48 WQ BROADWAY SLC UT 84101
REC BY:V ASHBY ,DEPUTY - WI

CERTIFICATE OF
AMENDMENT TO BYLAWS
OF
AMERICAN TOWERS OWNERS ASSOCIATION
A UTAH NON-PROFIT CORPORATION

The American Towers Owners Association is an association organized for the purpose of administering certain aspects of American Towers, a condominium project, as described in the Declaration of Condominium and Bylaws, recorded in the office of the County Recorder of Salt Lake County, State of Utah, on July 30 1982, Book 5400, pages 292 through 377. This is to certify that at the Annual Meeting of the American Towers Owners Association, held on August 12, 1995, at American Towers, 44 West 300 South, Salt Lake City, Utah, members voted on a proposed amendment to the Association's Bylaws. The proposed changes received the required 60% vote and Sections 3.04, 3.06, 3.07 and 3.08 of Article III of the Association Bylaws were amended to read as follows:

3.04. Notice of Meetings. The Board of Trustees shall cause written or printed notice of the time, place, and purpose of all meetings of the members (whether annual or special) to be delivered, not more than fifty (50) nor less than twenty (20) days prior to the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the U.S. mail addressed to the member at his registered address, with first class postage thereon prepaid. Each member shall register with the Association such member's current mailing address for purposes of notice hereunder. Such registered address may be changed from time to time by notice in writing to the Association. If no address is registered with the Association, the member's Unit address shall be deemed to be his registered address for purposes of notice hereunder.

3.06. Quorum. At any meeting of the members, the presence of members holding, or holders of proxies entitled to cast, plus ballots cast by mail, of more than fifty percent (50%) of the total votes of the Association shall constitute a quorum for the transaction of business. In the event a quorum is not present at a meeting, the members present (whether represented in person or by proxy), though less than a quorum, may adjourn the meeting to a later date. Notice thereof shall be delivered to the members as provided above. At the reconvened meeting, the members and proxy holders present shall constitute a quorum for the transaction of business.

3.07 Proxies, and Voting by Mail. At each meeting of the members, each member entitled to vote shall be entitled to vote in person, by mail, or by proxy.

(a) Proxies. The right to vote by proxy shall exist only where the instrument authorizing such proxy to act shall have been executed by the member himself or by his attorney thereunto duly authorized in writing. If a membership is jointly held, the instrument authorizing a proxy to act must have been executed by all holders of such membership or their attorneys thereunto duly authorized in writing. Such instrument authorizing a proxy to act shall be delivered not later than three (3) days prior to the date of the meeting to an independent person who may be directed by the Secretary to receive the Proxy. The person designated by the Secretary shall enter a record

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of all such proxies and deliver them to the Secretary immediately prior to the commencement of the meeting.

(b) Voting by Mail. Ballots shall be mailed to all members at least twenty (20) days prior to the date set for a meeting of members. Members who do not vote in person or by proxy may vote by mail provided the following procedures are met:

i. After marking the ballot, the ballot shall be signed by the member, or if the membership is jointly owned, by both owners, or by their attorney thereunto duly authorized in writing. The envelope containing the ballot shall be returned to the person designated by the Secretary not less than three (3) days prior to the date set for the meeting. Upon receipt of the envelope, the Secretary's duly appointed representative shall enter of record the person or persons submitting the ballot and cause the ballot to be deposited in the ballot box. At the meeting of members, the ballots, together with the ballots cast at the meeting, shall be tallied by the persons appointed to count ballots and the results of the ballot reported to those in attendance at the meeting and recorded in the minutes of the Association.

3.08 Votes. With respect to each matter (other than the election of Trustees) submitted to a vote of the members, each member entitled to vote at the meeting shall have the right to cast, in person, by mail, or by proxy, the number of votes appertaining to the Condominium of such member, as shown in the Declaration. The affirmative vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum was initially present shall be necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by the Articles of Incorporation, these Bylaws, the Declaration, or Utah law. If a membership is jointly held, all or any holders thereof may attend each meeting of the members, but such holders must act unanimously to cast the votes relating to their joint membership.

This is to further certify that at the time of such amendment there was a total of 1,000 votes of the Association and that a total of 616.78 votes were cast in favor of such Amendment.

In Witness whereof, American Towers Owners Association has caused this Certificate of Amendment to be executed by its duly authorized officer this 28th day of August, 1995.

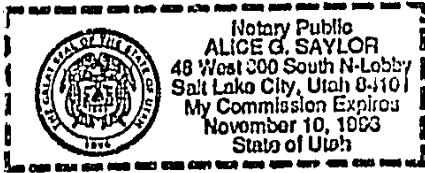
AMERICAN TOWERS OWNERS ASSOCIATION

By *N.J. Salisbury*
Norman J. Salisbury, President

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STATE OF UTAH)
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COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this
25 date of September, 1995, by Norman J. Salisbury, President
of American Towers Owners Association.



Alice G. Saylor
NOTARY PUBLIC

My Commission Expires:
11-10-96

Residing at:
Salt Lake City, ut 84101

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