



P 97000045653

ACCOUNT NO. : 072100000032

REFERENCE : 652262 4312909

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 455.00

ORDER DATE : December 30, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 652262-005

CUSTOMER NO: 4312909

CUSTOMER: Ms. Rose Carbone
Gunster, Yoakley Valdez-fauli
777 S. Flagler Dr. #500

W. Palm Beach, FL 33401

3000002385903-3

ARTICLES OF MERGER

SBA TOWERS-CONNECTICUT, INC.
ET AL

INTO

SBA TOWERS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
XXXX PLAIN STAMPED COPY

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

Morgan
12/30

FILED
97 DEC 30 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 DEC 30 AM 10:54
SECRETARY OF CORPORATION

P97000045653

ARTICLES OF MERGER
Merger Sheet

MERGING:

SBA TOWERS CONNECTICUT, INC., a Florida corp., #P97000088963
SBA TOWERS FLORIDA, INC., a Florida corp., #P97000061825
SBA TOWERS GEORGIA, INC., a Florida corp., #P97000063869
SBA TOWERS INDIANA, INC., a Florida corp., #P97000088988
SBA TOWERS KENTUCKY, INC., a Florida corp., #P97000064941
SBA TOWERS MINNESOTA, INC., a Florida corp., #P97000084077
SBA TOWERS NEBRASKA, INC., a Florida corp., #P97000066703
SBA TOWERS NEW YORK, INC., a Florida corp., #P97000045650
TOWERS OREGON, INC., a Florida corp., #P97000066766
SBA TOWERS PENNSYLVANIA, INC., a Florida corp., #P97000077486
SBA TOWERS TENNESSEE, INC., a Florida corporation, #P97000082643
SBA TOWERS WISCONSIN, INC., a Florida corporation, #P97000082645

SBA

INTO

SBA TOWERS, INC., a Florida corporation, #P97000045653.

File date: December 30, 1997

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
OF SBA TOWERS CONNECTICUT, INC.,
SBA TOWERS FLORIDA, INC.,
SBA TOWERS GEORGIA, INC.,
SBA TOWERS INDIANA, INC.,
SBA TOWERS KENTUCKY, INC.,
SBA TOWERS MINNESOTA, INC.,
SBA TOWERS NEBRASKA, INC.,
SBA TOWERS NEW YORK, INC.,
SBA TOWERS OREGON, INC.,
SBA TOWERS PENNSYLVANIA, INC.,
SBA TOWERS TENNESSEE, INC.
AND SBA TOWERS WISCONSIN, INC.
WITH AND INTO
SBA TOWERS, INC.

FILED
97 DEC 30 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act, the undersigned corporations do hereby make and execute these Articles of Merger for the purpose of merging SBA Towers Connecticut, Inc., SBA Towers Florida, Inc., SBA Towers Georgia, Inc., SBA Towers Indiana, Inc., SBA Towers Kentucky, Inc., SBA Towers Minnesota, Inc., SBA Towers Nebraska, Inc., SBA Towers New York, Inc., SBA Towers Oregon, Inc., SBA Towers Pennsylvania, Inc., SBA Towers Tennessee, Inc. and SBA Towers Wisconsin, Inc. (the "Subsidiary Corporations") with and into SBA Towers, Inc. (the "Parent Corporation").

1. The names of the corporations participating in the Merger and the States under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
SBA Towers Connecticut, Inc.	Florida
SBA Towers Florida, Inc.	Florida
SBA Towers Georgia, Inc.	Florida
SBA Towers Indiana, Inc.	Florida
SBA Towers Kentucky, Inc.	Florida
SBA Towers Minnesota, Inc.	Florida
SBA Towers Nebraska, Inc.	Florida
SBA Towers New York, Inc.	Florida
SBA Towers Oregon, Inc.	Florida
SBA Towers Pennsylvania, Inc.	Florida
SBA Towers Tennessee, Inc.	Florida
SBA Towers Wisconsin, Inc.	Florida
SBA Towers, Inc.	Florida

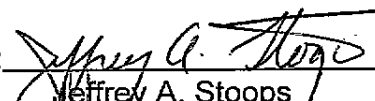
2. The name of the surviving corporation is SBA Towers, Inc.

3. The Parent Corporation owns 100% of the issued and outstanding stock of the Subsidiary Corporations. Therefore, shareholder approval of the Merger was not necessary by the shareholders of the Parent Corporation or Subsidiary Corporations.
4. The Agreement and Plan of Merger was approved by the Board of Directors of the Subsidiary Corporations by Written Consents dated December 29, 1997. The Plan of Merger was also approved by the Board of Directors of the Parent Corporation by Written Consent dated December 29, 1997.
5. Pursuant to the Agreement and Plan of Merger, each of the issued and outstanding shares of common stock of the Subsidiary Corporations and all rights in respect thereof will be canceled upon the effective date of the merger.
6. The effective date of the Merger shall be the date on which the Articles of Merger are filed.

Dated: December 29, 1997

SBA Towers, Inc.

By: _____


Jeffrey A. Stoops
Senior Vice President

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