

097000045653



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 514795 4312909

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 156.25

ORDER DATE : December 14, 1999

ORDER TIME : 4:10 PM

ORDER NO. : 514795-025

CUSTOMER NO: 4312909

CUSTOMER: Charlotte Darling, Legal Asst
Gunster Yoakley Valdez-fauli &
777 S. Flagler Dr.
Suite 500 East
W. Palm Beach, FL 33401-6194

FILED
99 DEC 14 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

COM-NET DEVELOPMENT GROUP,
L.L.C.

ymth
12/15

INTO

SBA TOWERS, INC.

000003070680--8

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (PLEASE NOTE: I NEED 11 COPIES)
 PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

COM-NET DEVELOPMENT GROUP, L.L.C. A TENNESSEE LIMITED
LIABILITY COMPANY

INTO

SBA TOWERS, INC., a Florida entity, P97000045653

File date: December 14, 1999, effective December 31, 1999

Corporate Specialist: Michael Mays

Account number: 072100000032

Account charged: 156.25

ARTICLES OF MERGER

OF

**SBA TOWERS, INC.
(a Florida corporation)**

AND

**COM-NET DEVELOPMENT GROUP, L.L.C.
(a Tennessee limited liability company)**

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign limited liability company and the domestic business corporation herein named do hereby submit the following Articles of Merger.

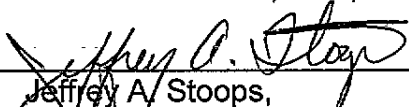
1. Annexed hereto and made a part hereof is the Plan of Merger for merging Com-Net Development Group, L.L.C., a Tennessee limited liability company (the "Merging Entity") with and into SBA Towers, Inc., a Florida corporation (the "Surviving Corporation").
2. The merger of the Merging Entity with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Merging Entity and is in compliance with said laws. The Plan of Merger was adopted and approved by the members of the Merging Entity pursuant to the Tennessee Limited Liability Company Act by Written Consent on December 1, 1999.
3. The Plan of Merger was adopted by the Board of Directors and approved by the sole shareholder of the Surviving Corporation pursuant to Sections 607.1103, 607.0821 and 607.0704 of the Florida Business Corporation Act by Written Consent on December 1, 1999.
4. The effective date of the merger shall be December 31, 1999.

Executed on December 5, 1999.

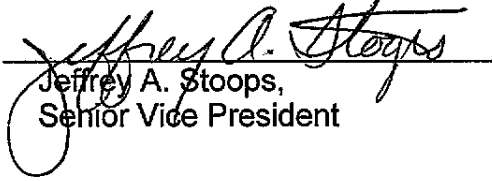
COM-NET DEVELOPMENT GROUP, L.L.C.

BY: SBA Towers Tennessee, Inc., member

BY:


Jeffrey A. Stoops,
Senior Vice President

SBA TOWERS, INC.

BY: 
Jeffrey A. Stoops,
Senior Vice President

462379.1

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

PLAN OF MERGER, adopted for Com-Net Development Group, L.L.C., a Tennessee limited liability company (the "Merging Entity") by resolution of its members on December 1, 1999 and for SBA Towers, Inc., a Florida corporation (the "Surviving Corporation"), by resolution of its Board of Directors on December 1, 1999.

1. The Merger. The Merging Entity hereby merges into the Surviving Corporation, and the Surviving Corporation shall be governed by the laws of State of Florida.

2. Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to and vested in the Surviving Corporation without further act or deed and all property of the Merging Corporation shall be the property of the Surviving Corporation.

3. Assumption of Obligations. All obligations of the Merging Corporation shall become obligations of the Surviving Corporation.

4. Effective Date. The merger shall become effective on December 31, 1999 (the "Effective Date").

5. Cancellation of Interests. Upon the Effective Date, each of the membership interests of the Merging Entity and all rights in respect thereof shall be canceled.

6. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect currently and at and as of the Effective Date will remain the Articles of Incorporation of the Surviving Corporation without any modification or amendment in the merger.

7. Bylaws. The Bylaws of the Surviving Corporation in effect currently and at and as of the Effective Date will remain the Bylaws of the Surviving Corporation without any modification or amendment in the merger.

8. Officers and Directors. The directors and officers of the Surviving Corporation shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Surviving Corporation immediately prior to the Effective Date and shall remain the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified.

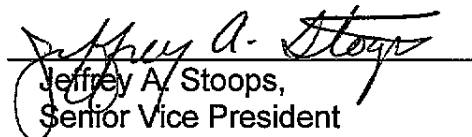
9. Required Actions. The Merging Corporation and the Surviving Corporation shall take, or cause to be taken, all actions required or advisable under the laws of the State of Florida to consummate and make effective the intent of this Plan of Merger.

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TALLAHASSEE
FLORIDA
SECRETARY OF STATE

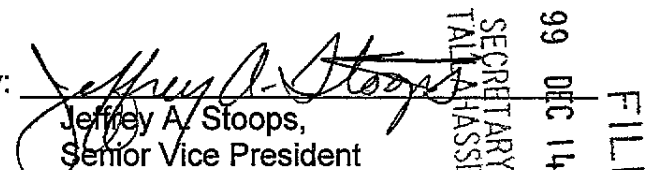
Executed on December 5, 1999

COM-NET DEVELOPMENT GROUP, L.L.C

By: SBA Towers Tennessee, Inc., member

By: 
Jeffrey A. Stoops,
Senior Vice President

SBA TOWERS, INC.

By: 
Jeffrey A. Stoops,
Senior Vice President

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