



P97000045653

FILED
DEC 14 PM 4:53
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 514795 4312909

AUTHORIZATION :

Patricia Pajito

COST LIMIT : \$ 78.75

ORDER DATE : December 14, 1999

ORDER TIME : 2:45 PM

ORDER NO. : 514795-030

EFFECTIVE DATE
12/31/99

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

This is a copy of
a filing (merger) that
was sent over with 3
other mergers ~~that~~
that filed on 12-14-99.

This one is not on
the web. Could you
check your files?
See if you have it
around?

Thanks,
Christine

521-0821 ext 1109

ARTICLES OF MERGER

CADDO TOWER COMPANY, INC.

INTO

SBA TOWERS, INC.

000003074270--4

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED
99 DEC 17 PM 3:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

CADDO TOWER COMPANY, INC., a Louisiana corporation not authorized to
transact business in Florida

INTO

SBA TOWERS, INC., a Florida entity, P97000045653

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

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

EFFECTIVE DATE
12/31/99

ARTICLES OF MERGER
OF
CADDO TOWER COMPANY, INC.
AND
SBA TOWERS, INC.

FILED
99 DEC 14 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation 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 Agreement and Plan of Merger (the "Plan of Merger") for merging Caddo Tower Company, Inc., a Louisiana corporation (the "Merging Corporation"), with and into SBA Towers, Inc., a Florida corporation (the "Surviving Corporation").

2. The merger of the Merging Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Merging Corporation and is in compliance with said laws. The Plan of Merger was adopted by the Board of Directors and approved by the sole shareholder of the Merging Corporation on December 1, 1999.

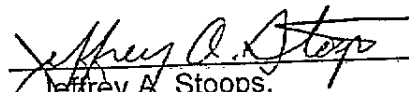
3. The Plan of Merger was adopted by the Board of Directors and approved by the sole shareholder of the Surviving Corporation on December 1, 1999, in accordance with the provisions of the Florida Business Corporation Act.

4. The effective date of the merger shall be December 31, 1999.

Executed on December 5, 1999.

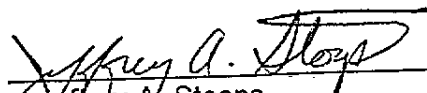
CADDO TOWER COMPANY, INC.

BY:


Jeffrey A. Stoops,
Senior Vice President

SBA TOWERS, INC.

BY:


Jeffrey A. Stoops,
Senior Vice President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, adopted for SBA Towers, Inc., a Florida corporation (the "Surviving Corporation"), by resolution of its Board of Directors on December 1, 1999 and by Caddo Tower Company, Inc., a Louisiana corporation (the "Merging Corporation") by resolution of the Board of Directors on December 1, 1999.

1. The Merger. The Merging Corporation 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. Board of Directors Adoption and Shareholder Approval. The Board of Directors of the Surviving Corporation has adopted and the sole shareholder of the Surviving Corporation has approved this Agreement and Plan of Merger and the filing of the Articles of Merger and any other documents or certificates in any jurisdiction relating to the merger, by Written Consent dated December 1, 1999. The Board of Directors of the Merging Corporation has adopted and the sole shareholder of the Merging Corporation has approved this Agreement and Plan of Merger and the filing of any other documents or certificates in any jurisdiction relating to the merger by Written Consent dated December 1, 1999.

6. Cancellation of Stock. Upon the Effective Date, each of the issued and outstanding shares of common stock of the Merging Corporation and all rights in respect thereof shall be canceled.

7. 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.

8. 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.

9. 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.

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

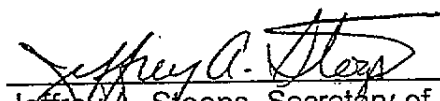
Certificate of Secretary

of

Caddo Tower Company, Inc.
(a Louisiana corporation)

The undersigned, being the Secretary of Caddo Tower Company, Inc. does hereby certify that the holders of all of the outstanding shares having voting power of Caddo Tower Company, Inc. dispensed with a meeting and vote of shareholders, and all of the shareholders entitled to vote consented in writing, pursuant to the provisions of Section 12:76 of the Business Corporation Law of the State of Louisiana, for the adoption of the foregoing Agreement and Plan of Merger.

Executed on December 5, 1999.


Jeffrey A. Stoops, Secretary of
Caddo Tower Company, Inc.

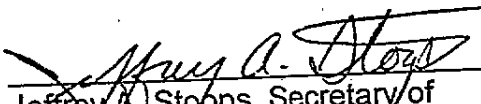
Certificate of Secretary

of

SBA Towers, Inc.
(a Florida corporation)

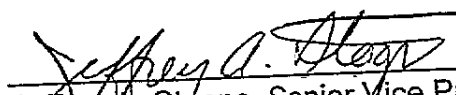
The undersigned being the Secretary of SBA Towers, Inc. does hereby certify that the foregoing Agreement and Plan of Merger has been duly approved by the shareholders entitled to vote of SBA Towers, Inc. in the manner provided by the laws of the State of Florida, which are the laws under which said corporation was formed.

Executed on December 5, 1999.


Jeffrey A. Stoops, Secretary of
SBA Towers, Inc.

The foregoing Agreement and Plan of Merger of Caddo Tower Company, Inc. and SBA Towers, Inc., as adopted by each of the constituent corporations, and as certified by the Secretary of Caddo Tower Company, Inc. and by the Secretary of SBA Towers, Inc., is hereby signed and acknowledged by the Senior Vice President of Caddo Tower Company, Inc. and by the Senior Vice President of SBA Towers, Inc.

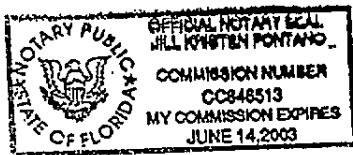
Executed on December 5, 1999.


Jeffrey A. Stoops, Senior Vice President
Caddo Tower Company, Inc.

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 3 day of December.

1999, by Jeffrey A. Stoops as Senior Vice President of Caddo Tower Company, Inc., who is personally known to me.

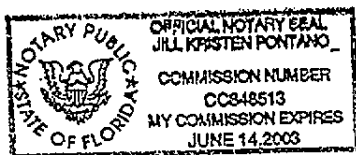


Jill Pontano
Print Name: Jill Pontano
NOTARY PUBLIC
My Commission Expires:

Jeffrey A. Stoops
Jeffrey A. Stoops, Senior Vice President
SBA Towers, Inc.

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 3 day of December, 1999 by Jeffrey A. Stoops, Senior Vice President of SBA Towers, Inc., who is personally known to me.



Jill Pontano
Print Name: Jill Pontano
NOTARY PUBLIC
My Commission Expires:

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