

CSC **THE UNITED STATES CORPORATION COMPANY** **P97000045653**

ACCOUNT NO. : 072100000032

REFERENCE : 514795 4312909

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 87.50

ORDER DATE : December 14, 1999

ORDER TIME : 2:31 PM

ORDER NO. : 514795-010

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

Mersen

500003070675--3

EFFECTIVE DATE
12/31/99

ARTICLES OF MERGER

QUAD STATES AND
COMMUNICATIONS, INC.

INTO

SBA TOWERS, INC.

RECEIVED
99 DEC 14 PM 4:40
JULY 11 1999
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (*4 certificate of re merger*)
 PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

DDR
12/16/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

QUAD STATES TOWERS AND COMMUNICATIONS, INC., a Minnesota
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: 87.50

EFFECTIVE DATE
12/31/99

FILED
99 DEC 14 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
QUAD STATES TOWERS AND COMMUNICATIONS, INC.
(a Minnesota corporation)

AND

SBA TOWERS, INC.
(a Florida corporation)

To the Department of State, State of Florida
and
The Secretary of State, State of Minnesota

Pursuant to the provisions of the Florida Business Corporation Act and the Minnesota 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 Plan of Merger for merging Quad States Towers and Communications, Inc., a Minnesota 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 jurisdictions of organization of the Surviving Corporation and the Merging Corporation and is in compliance with said laws. The Plan of Merger was approved, pursuant to Chapter 302A of the Minnesota Statutes, by the sole shareholder and the Board of Directors of the Merging Corporation by Written Consent on December 1, 1999 and by the sole shareholder and Board of Directors of the Surviving Corporation by Written Consent on December 1, 1999.

3. The Plan of Merger was approved, pursuant to Chapter 607 of the Florida Statutes by the sole shareholder and Board of Directors of the Surviving Corporation by Written Consent on December 1, 1999.

4. The Surviving Corporation does hereby agree that it may be served with process in the State of Minnesota in a proceeding for the enforcement of an obligation of the Merging Corporation or the Surviving Corporation and in a proceeding for the enforcement of the rights of a dissenting shareholder of the Merging Corporation against the Surviving Corporation; does hereby irrevocably appoint the Secretary of State of the State of Minnesota as its agent to accept service of process in any proceeding; and does

hereby agree that it will promptly pay to the dissenting shareholders the amount, if any, to which they are entitled under the provisions of Section 302A.473 of the Minnesota Business Corporation Act with respect to the rights of dissenting shareholders.

5. The address to which process may be forwarded is:

c/o SBA Communications Corporation
One Town Center Road, 3rd Floor
Boca Raton, Florida 33486
Attention: Jeffrey A. Stoops

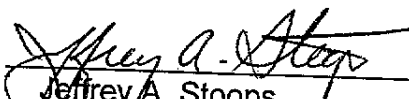
6. The effective date of the merger shall be December 31, 1999.

Executed on December 5, 1999.

QUAD STATES TOWERS AND
COMMUNICATIONS, INC.

BY: 
Jeffrey A. Stoops,
Senior Vice President

SBA TOWERS, INC.

BY: 
Jeffrey A. Stoops,
Senior Vice President

PLAN OF MERGER

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 for Quad States Towers and Communications, Inc., a Minnesota corporation (the "Merging Corporation"), by resolution of its 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 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 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.
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.

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