



P97000045653

ACCOUNT NO. : 072100000032

REFERENCE : 514795 4312909

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ ~~148.75~~

157.50

merger

ORDER DATE : December 14, 1999

ORDER TIME : 2:23 PM

ORDER NO. : 514795-005

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

800003070198--3

ARTICLES OF MERGER

SBA TOWERS LOUISIANA, INC.;
SBA TOWERS MINNESOTA, INC.;
SBA TOWERS TENNESSEE, INC.

INTO

SBA TOWERS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

(+ 1 copy of certificate of merger)

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: _____

EFFECTIVE DATE
12-31-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 14 PM 4:33

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC 14 PM 3:16

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

SBA TOWERS LOUISIANA, INC., a Florida corporation P98000074272
SBA TOWERS MINNESOTA, INC., a Florida corporation P98000083580
SBA TOWERS TENNESSEE, INC., a Florida corporation P99000029529

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: 157.50

ARTICLES OF MERGER

OF

**SBA TOWERS LOUISIANA, INC.,
SBA TOWERS MINNESOTA, INC. AND
SBA TOWERS TENNESSEE, INC.**

AND

SBA TOWERS, INC.

FILED
99 DEC 14 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of 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 Louisiana, Inc., a Florida corporation, SBA Towers Minnesota, Inc., a Florida corporation and SBA Towers Tennessee, Inc., a Florida corporation (collectively, the "Merging Corporations") with and into SBA Towers, Inc., a Florida corporation (the "Surviving Corporation").

1. Annexed hereto and made a part hereof is a Plan of Merger for merging the Merging Corporations into the Surviving Corporation.

2. The aforesaid Plan of Merger was adopted by the Board of Directors of the Surviving Corporation in accordance with the provisions of the Florida Business Corporation Act on December 1, 1999.

3. Shareholder approval was not required for the merger.

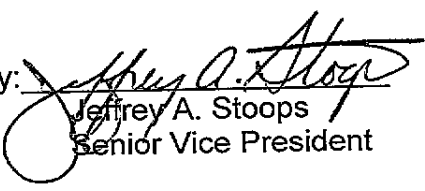
4. The effective date of the merger shall be December 31, 1999.

Executed on December 5, 1999.

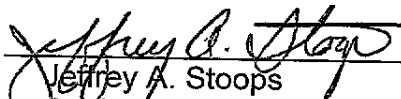
EFFECTIVE DATE
12-31-99

SBA TOWERS, INC.

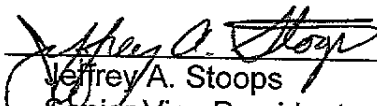
By:


Jeffrey A. Stoops
Senior Vice President

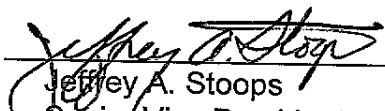
SBA TOWERS LOUISIANA, INC.,

By: 
Jeffrey A. Stoops
Senior Vice President

SBA TOWERS MINNESOTA, INC.

By: 
Jeffrey A. Stoops
Senior Vice President

SBA TOWERS TENNESSEE, 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.

1. The Merger. The Surviving Corporation owns one hundred (100%) percent of the issued and outstanding stock of SBA Towers Louisiana, Inc., a Florida corporation, SBA Towers Minnesota, Inc., a Florida corporation and SBA Towers Tennessee, Inc., a Florida corporation (collectively, the "Merging Corporations"). The Merging Corporations hereby merge into the Surviving Corporation pursuant to Section 607.1104 of the Florida Business Corporation Act ("FBCA"), 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 Corporations shall be transferred to and vested in the Surviving Corporation without further act or deed and all property of the Merging Corporations shall be the property of the Surviving Corporation.

3. Assumption of Obligations. All obligations of the Merging Corporations 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 Approvals. The Board of Directors 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.

6. Cancellation of Stock. Upon the Effective Date, each of the issued and outstanding shares of common stock of the Merging Corporations 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 Corporations 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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