

P97000045653



ACCOUNT NO. : 072100000032

REFERENCE : 534188 4312909

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizito

ORDER DATE : December 30, 1999

ORDER TIME : 11:12 AM

ORDER NO. : 534188-005

100003084891--4

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

ARTICLES OF MERGER

EFFECTIVE DATE
12-31-99

L.I. WAVES INC.

INTO

SBA TOWERS, INC.

RECEIVED
99 DEC 30 PM 12:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

C. COULLIETTE JAN 03 2000

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

FILED
99 DEC 30 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

L.I. WAVES INC., a New York corporation not qualified

INTO

SBA TOWERS, INC., a Florida entity, P97000045653

File date: December 30, 1999, effective December 31, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER

OF

L.I. WAVES INC.

AND

SBA TOWERS, INC.

FILED
99 DEC 30 PM 2:18
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 Plan of Merger for merging L.I. Waves Inc., a New York 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 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 by Written Consent on December 1, 1999.

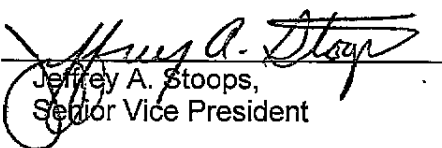
4. The effective date of the merger shall be on December 31, 1999.

Executed on December 5, 1999.

LI WAVES INC.

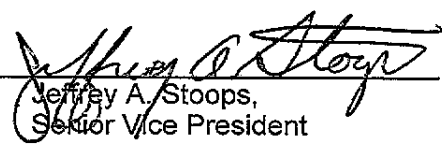
EFFECTIVE DATE
12-31-99

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 L.I. Waves Inc., a New York 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 Certificate 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.

11. Outstanding Shares - Merging Corporation. The number of outstanding shares of the Merging Corporation is 100 shares, all of which are of one class and are common shares, and all of which are entitled to vote. None of the aforesaid outstanding shares are subject to change prior to the Effective Date of the merger.

12. Outstanding Shares - Surviving Corporation. The number of outstanding shares of the Surviving Corporation is 1,000 shares, all of which are of one class and are common shares, and all of which are entitled to vote. None of the aforesaid outstanding shares are subject to change prior to the Effective Date of the merger.

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