

P97000045653

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**SBA TOWERS, INC.**

FILED  
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Merger  
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6

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ASSOCIATED TELECOMMUNICATIONS CONSULTANTS, INC., a Florida  
corporation, document number P00000014785

INTO

**SBA TOWERS, INC.**, a Florida entity, P97000045653

File date: December 21, 2000

Corporate Specialist: Karen Gibson

**ARTICLES OF MERGER**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

| <u>Name</u>      | <u>Jurisdiction</u> |
|------------------|---------------------|
| SBA Towers, Inc. | Florida             |

**Second:** The name and jurisdiction of each merging corporation:

| <u>Name</u>                                     | <u>Jurisdiction</u> |
|-------------------------------------------------|---------------------|
| Associated Telecommunications Consultants, Inc. | Florida             |

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective December 31, 2000.

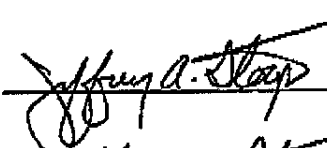
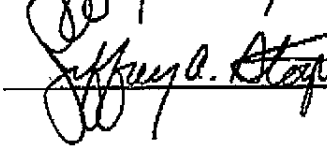
**Fifth:** Adoption of Plan of Merger by parent corporation:

The Plan of Merger was adopted by the Board of Directors of SBA Towers, Inc., which owns one hundred percent (100%) of the issued and outstanding capital stock of the merging corporation, on December 20, 2000.

**Sixth:** Adoption of Plan of Merger by merging and surviving corporations:

The Plan of Merger was adopted by the Board of Directors of the merging corporation and by the Board of Directors of the surviving corporation on December 20, 2000. Shareholder approval was not required for the merger.

**Seventh: SIGNATURES FOR EACH CORPORATION**

| <u>Name of Corporation</u>                      | <u>Signature</u>                                                                    | <u>Typed or Printed Name of Individual and Title</u> |
|-------------------------------------------------|-------------------------------------------------------------------------------------|------------------------------------------------------|
| SBA Towers, Inc.                                |  | Jeffrey A. Stoops, President                         |
| Associated Telecommunications Consultants, Inc. |  | Jeffrey A. Stoops, President                         |

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EFFECTIVE DATE  
12-31-2000

### **PLAN OF MERGER**

The following plan of merger is submitted in compliance with Section 607.1104, Florida Statutes.

1. The name and jurisdiction of the surviving corporation:

| <u>Name</u>      | <u>Jurisdiction</u> |
|------------------|---------------------|
| SBA Towers, Inc. | Florida             |

2. The name and jurisdiction of the merging corporation:

| <u>Name</u>                                     | <u>Jurisdiction</u> |
|-------------------------------------------------|---------------------|
| Associated Telecommunications Consultants, Inc. | Florida             |

3. SBA Towers, Inc. owns one hundred percent (100%) of the issued and outstanding capital stock of the merging corporation.

4. On the effective date of the merger, each of the issued and outstanding shares of common stock of the merging corporation, and all rights in respect thereof, shall be canceled.

5. Other provisions relating to the merger are as follows:

(A) 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 (including real, personal and intellectual) of the merging corporation shall be the property of the surviving corporation.

(B) Assumption of Obligations. All obligations of the merging corporation shall become obligations of the surviving corporation.

(C) Effective Date. The merger shall become effective on December 31, 2000 (the "Effective Date").

(D) Board of Directors Approvals. The Boards of Directors of the surviving corporation and the merging corporation have approved this Plan of Merger and the filing of the Articles of Merger and any other documents or certificates with the Florida Department of State, each by Written Consent dated December 20, 2000.

(E) 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.

(F) 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.

(G) 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.

(H) Required Actions. SBA Towers, Inc. 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.

(I) Dissenters' Rights. Because the surviving corporation is the sole shareholder of the merging corporation, there will not be dissenters' rights in connection with the merger.