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FILED
00 DEC 21 PM 2:52
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 940897 4727217
AUTHORIZATION : *Patricia Pizutto*
COST LIMIT : \$ 78.75

ORDER DATE : December 21, 2000

ORDER TIME : 10:25 AM

ORDER NO. : 940897-005

000003510090--8

CUSTOMER NO: 4727217

CUSTOMER: Pat Austin, Legal Assistant
Salem Saxon & Neilsen, P.a.
Suite 3200, One Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

ARTICLES OF MERGER

MIDWEST TOWER LEASING, INC.

INTO

ACME TOWERS, INC.

*merger
12-21-00
BKS*

FILE 1ST

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Jeanine Reynolds, EXT 1133

EXAMINER'S INITIALS: _____

SUFFICIENCY OF FILING
2000 DEC 21 AM 11:20

RECORDED
05/18/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

MIDWEST TOWER LEASING, INC., a Florida corporation, P98000075237

INTO

ACME TOWERS INC., a Florida entity, P97000052611

File date: December 21, 2000

Corporate Specialist: Doug Spittler

Account number: 072100000032

Amount charged: 78.75

**ARTICLES OF MERGER
(Profit Corporations)**

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:

Name Jurisdiction

Acme Towers Inc., a Florida corporation

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

Name Jurisdiction

MidWest Tower Leasing, Inc., a Florida corporation

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by **surviving** corporation:

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 20, 2000.

Sixth: Adoption of Merger by **merging** corporation:

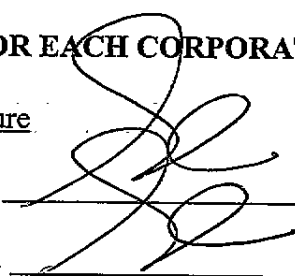
The Plan of Merger was adopted by the shareholders of the merging corporation on December 20, 2000.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation Signature

Typed Name & Title

Acme Towers Inc.



J. Kevin Barile, President

MidWest Tower Leasing, Inc.

J. Kevin Barile, President

DEPARTMENT OF STATE
 TALLAHASSEE FLORIDA
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PLAN OF MERGER

Plan Adopted

1.01. A plan of merger of MidWest Tower Leasing, Inc., a Florida corporation ("MidWest", or the "Merging Corporation") and Acme Towers, Inc., a Florida corporation ("Acme", or the "Surviving Corporation"), pursuant to Section 607.214 of the Florida Statutes and Section 368(a)(1)(A) of the Internal Revenue Code, is adopted as follows:

- (a) MidWest shall be merged with and into Acme, to exist and be governed by the laws of the State of Florida.
- (b) The name of the surviving corporation shall be Acme Towers Inc.
- (c) MidWest and Acme have been reporting financials on a consolidated basis and have been operating on a centralized administrative basis. MidWest and Acme want to merge into one entity to reduce administrative costs associated with maintaining separate entities.
- (d) When the Articles of Merger shall become effective, the separate corporate existence of MidWest shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Merging Corporation and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of the Merging Corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.
- (e) The Surviving Corporation will carry on business with the assets of MidWest, as well as with the assets of Acme.
- (f) The shareholders of MidWest will surrender all of their shares to the Secretary of the Surviving Corporation promptly after the Effective Date, in exchange for shares of the Surviving Corporation to which they are entitled hereunder.
- (g) In exchange for each share of MidWest surrendered by its shareholders, the Surviving Corporation will issue and transfer .5472 shares of its common stock to such shareholders.
- (h) The shareholders of Acme will retain their shares as shares of the Surviving Corporation and the shares of the Merging Corporation shall be cancelled.
- (i) The Articles of Incorporation of Acme, as existing on the effective date of the merger, shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended, or repealed as provided in Acme's Articles or as provided by law.

Effective Date

1.02. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

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