

999000004040



ACCOUNT NO. : 072100000032

REFERENCE : 083200 4312909

AUTHORIZATION : *Patricia Pizick*

COST LIMIT : \$ 78.75

ORDER DATE : December 30, 1998

ORDER TIME : 12:22 PM

ORDER NO. : 083200-005

CUSTOMER NO: 4312909

CUSTOMER: Charlotte Darling, Legal Asst  
GUNSTER YOAKLEY VALDEZ-FAULI &  
GUNSTER YOAKLEY VALDEZ-FAULI &  
777 S. Flagler Dr. #500  
W. Palm Beach, FL 33401

500002726715--7

DOMESTIC FILING

NAME: SBA TOWERS FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

509

EXAMINER'S INITIALS:

*J 11/14/99*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 30 AM 10:39



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 30 AM 10: 39

December 30, 1998

CSC NETWORKS

SUBJECT: SBA TOWERS FLORIDA, INC.  
Ref. Number: W98000029236

**RESUBMIT**

Please give original  
submission date of this.

~~Conset Florida~~  
~~Attached~~  
~~same~~  
~~people~~

We have received your document for SBA TOWERS FLORIDA, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Michelle Milligan  
Document Specialist

Letter Number: 798A00061077

RECEIVED  
99 JAN 13 AM 11: 30  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**SBA TOWERS, INC.  
ONE TOWN CENTER ROAD, 3RD FLOOR  
BOCA RATON, FLORIDA 33486**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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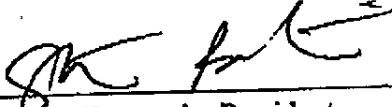
**CONSENT TO USE OF NAME**

SBA Towers, Inc., a Florida corporation, hereby consents to the organization in the State of Florida of a corporation with the name "SBA Towers Florida, Inc."

IN WITNESS WHEREOF, the said SBA Towers, Inc. has caused this consent to be executed by its President this 4th day of January 1999.

SBA TOWERS, INC.

BY: \_\_\_\_\_

  
Steven E. Bernstein, President

**ARTICLES OF INCORPORATION**

**OF**

**SBA TOWERS FLORIDA, INC.**

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DIVISION OF CORPORATIONS  
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Article I

Name

The name of the corporation is SBA Towers Florida, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business and mailing address of this corporation shall be:

One Town Center Road, 3rd Floor  
Boca Raton, Florida 33486

Thomas P. Hunt, Esq. (FL Bar #441480)  
Gunster, Yoakley, Valdes-Fauli &  
Stewart, P. A.  
777 S. Flagler Dr., Suite 500 East  
West Palm Beach, Florida 33401  
(561) 655-1980

Article V

Capital Stock

The corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$0.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of this corporation at that address is Corporation Service Company.

Article VII

Incorporator

The name and address of the person signing these Articles is:

Thomas P. Hunt  
777 S. Flagler Drive, Suite 500E  
West Palm Beach, FL 33401

Article VIII

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX

Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and

(2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this corporation upon authorization of the Board of Directors) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agent shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer,

employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.



Thomas P. Hunt  
Incorporator

DATED: December 21, 1998

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DIVISION OF CORPORATIONS  
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SBA Towers FLORIDA Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Corporation Service Company

By: Karen B. Rozar

Karen B. Rozar, Asst. Sec.  
Corporation Service Company