

F00000005457

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

VERESTAR, INC.

FILED
00 OCT -2 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
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Merge

10-3-00

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

PUBLICOM CORPORATION, a Florida corporation, P93000039807

INTO

VERESTAR, INC., a Delaware entity, F00000005457

File date: October 2, 2000

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER

OF

PUBLICOM CORPORATION, a Florida Corporation

AND

VERESTAR, INC., a Delaware Corporation

FILED
00 OCT -2 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic Business Corporation and the foreign 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 of merging Publicom Corporation, a Florida Corporation with and into VERESTAR, INC., a Delaware Corporation.

2. The shareholders of PUBLICOM CORPORATION entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on the 28th day of September, 2000, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of PUBLICOM CORPORATION with and into VERESTAR, INC. is permitted by the laws of the jurisdiction of organization of VERESTAR, INC. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of VERESTAR, INC. was on September 27, 2000.

4. The effective time and date of the merger herein provided for in the State of Florida shall be on October 2, 2000.

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Executed on the 2nd day of October, 2000.

VERESTAR, INC.,
A Delaware Corporation

By: Michael B. Milsom

Name: Michael D. Milsom
Capacity: Vice-President

PUBLICOM CORPORATION,
a Florida Corporation

By: Sheridan Dickinson, Jr.

Name: Sheridan Dickinson, Jr.
Capacity: President

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PLAN OF MERGER adopted on October 2nd, 2000, by resolution of the Board of Directors of PUBLICOM CORPORATION, a business corporation organized under the laws of the State of Florida, and adopted on May 24, 2000, by resolution of the Board of Directors of VERESTAR, INC., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are PUBLICOM CORPORATION, a business corporation organized under the laws of the State of Florida, and VERESTAR, INC., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which PUBLICOM CORPORATION plans to merge is VERESTAR, INC.

1. PUBLICOM CORPORATION and VERESTAR, INC., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of Delaware General Corporation Law be merged with and into a single corporation, to wit: VERESTAR, INC., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name of VERESTAR, INC. pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of PUBLICOM CORPORATION, which is sometimes hereafter referred to as the Anon-surviving corporation, shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The director and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into shares of American Tower Corporation, a Delaware Corporation, the parent of the surviving corporation, as called for under the agreement between the parties.

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6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulated that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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