

DEC-31-2008 11:00

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 Division of Corporations
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MERGER OR SHARE EXCHANGE

SBA Towers II LLC

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EXAMINER

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CERTIFICATE OF MERGER



December 31, 2008

FLORIDA DEPARTMENT OF STATE
Division of CorporationsSBA TOWERS II LLC
5900 BROKEN SOUND PARKWAY, NW
BOCA RATON, FL 33487SUBJECT: SBA TOWERS II LLC
REF: L06000077326

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Carolyn Lewis
Regulatory Specialist II
Registration SectionFAX Aud. #: H08000281266
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

CERTIFICATE OF MERGER

The following Certificate of Merger is submitted to merge the following Florida limited liability company in accordance with section 608.4382, Florida Statutes.

First: The name and jurisdiction of the surviving limited liability company:

<u>Name</u>	<u>Jurisdiction</u>
SBA Towers II LLC	Florida

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Didicom Acquisition LLC	Delaware

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 11:59 p.m. on December 31, 2008.

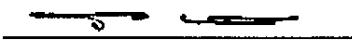
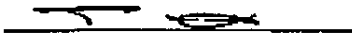
Fifth: Adoption of Plan of Merger by the surviving limited liability company:

The attached plan of merger was approved by each domestic limited liability company that is party to the merger in accordance with the applicable provisions of Chapters 608, Florida Statute.

Sixth: Adoption of Plan of Merger by the merging corporation:

The attached plan of merger was approved by each foreign limited liability company that is party to the merger in accordance with the applicable laws of the state under which such foreign limited liability company is organized.

Seventh: SIGNATURES FOR EACH ENTITY

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed of Printed Name of Individual and Title</u>
SBA Towers II LLC		Thomas P. Hunt Senior Vice President
Didicom Acquisition LLC		Thomas P. Hunt Senior Vice President

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PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 608.4382, Florida Statutes.

1. The name and jurisdiction of the surviving limited liability company:

Name

Jurisdiction

SBA Towers II LLC

Florida

2. The name and jurisdiction of the merging corporation: **EFFECTIVE DATE**

Name

Jurisdiction

12-31-08

Didicom Acquisition LLC

Delaware

3. SBA Senior Finance II LLC, a Florida limited liability company owns one hundred percent (100%) of the issued and outstanding membership interest of the surviving limited liability company and owns 100% of the membership interest of the merging corporation.

4. On the effective date of the merger, each of the issued and outstanding membership interest 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 limited liability company without further act or deed, and all property (including real, personal and intellectual) of the merging corporation shall be the property of the surviving limited liability company.

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

(C) Effective Date. The merger shall become effective at 11:59 p.m. on December 31, 2008 (the "Effective Date").

(D) Members Approvals. The Members of the surviving limited liability company and the merging corporation have approved this Plan of Merger and the filing of the Certificate of Merger and all other documents or certificates required to be filed with the Florida Department of State, each by Written Consent dated December 19, 2008.

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(E) Articles of Organization. The Articles of Organization of the surviving limited liability company shall continue to be the Articles of Organization of said surviving limited liability company until further amended and changed in accordance with the provisions of the Florida Limited Liability Act.

(F) Operating Agreement. The Operating Agreement of the surviving limited liability company in effect currently and at and as of the Effective Date will remain the Operating Agreement of the surviving limited liability company without any modification or amendment in the merger.

(G) Officers and Directors. The directors and officers of the surviving limited liability company shall be those persons who were the members of the Board of Directors and the officers, respectively, of the surviving limited liability company immediately prior to the Effective Date and shall remain the directors and officers of the surviving limited liability company until their successors shall have been duly elected and qualified.

(H) Required Actions. SBA Towers II LLC 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 merging corporation has one shareholder, there will not be dissenters' rights in connection with the merger

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