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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : SBA COMMUNICATIONS CORPORATION
Account Number : 120020000107
Phone : (561) 995-7670
Fax Number : (561) 998-3448

EFFECTIVE DATE

6/30/09

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MERGER OR SHARE EXCHANGE

SBA Towers II LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
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TALLAHASSEE FLORIDA

CERTIFICATE OF MERGER

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with Sections 608.4382, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

NameJurisdiction

SBA Towers II LLC

Florida

L06-77326

Second: The name and jurisdiction of the merging corporation:

NameJurisdiction

Sterling Acquisition 2008 LLC

Florida

L08-46541

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 11:59 p.m. on June 30, 2009.

Fifth: Adoption of Plan of Merger by the surviving corporation:

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 domestic limited liability company that is party to the merger in accordance with the applicable provisions of Chapters 608, Florida Statute.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of CorporationSignatureTyped of Printed Name of
Individual and Title

SBA Towers II LLC

Thomas P. Hunt
Senior Vice PresidentSterling Acquisition 2008
LLCThomas P. Hunt
Senior Vice President

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PLAN OF MERGER

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

1. The name and jurisdiction of the surviving corporation:

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

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Sterling Acquisition 2008 LLC	Florida

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 limited liability company, 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 at 11:59 p.m. on June 30, 2009 (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 June 27, 2009.

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(E) Articles of Organization. The Articles of Organization shall continue to be the Articles of Organization of said surviving corporation 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 corporation in effect currently and at and as of the Effective Date will remain the Operating Agreement 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 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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