

Florida Department of State

Division of Corporations

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To:

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

From:

Account Name : SBA COMMUNICATIONS CORPORATION *Auth: Stacey Lane*
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MERGER OR SHARE EXCHANGE

USA Tower Acquisition, LLC

Certificate of Status	0
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ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

NameJurisdiction

USA Tower Acquisition, LLC

Florida

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Second: The name and jurisdiction of the merging corporation:

NameJurisdiction

USA Tower, Inc.

North Carolina

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective upon filing.

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

The Board of Directors of the surviving limited liability company adopted the Plan of Merger on December 17, 2007. Shareholder approval was not required for the merger.

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

The Board of Directors of the merging corporation adopted the Plan of Merger on December 17, 2007. Shareholder approval was required for the merger and obtained on December 17, 2007.

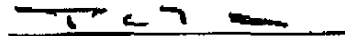
Seventh: SIGNATURES FOR EACH ENTITY

Name of EntitySignatureTyped of Printed Name of Individual and Title

USA Tower Acquisition LLC

Thomas P. Hunt
Senior Vice President

USA Tower, Inc.

Thomas P. Hunt
Senior Vice President

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PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1104, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
USA Tower Acquisition, LLC	Florida

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
USA Tower, Inc.	North Carolina

3. SBA Senior Finance II LLC, a Florida limited liability company owns one hundred percent (100%) of the issued and outstanding capital stock of the surviving limited liability company. The surviving limited liability company owns 100% of the stock of the merging corporation.
4. On the effective date of the merger, each of the issued and outstanding shares of common stock 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 17, 2007 (the "Effective Date").
- (D) Board of Directors Approvals. The Boards of Directors of the surviving limited liability company and the merging corporation have approved this Plan of Merger and the filing of the Articles of Merger and all other documents or certificates required to be filed with the Florida Department of State, each by Written Consent dated December 17, 2007.

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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. USA Tower Acquisition 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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