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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  
Account Number : I20020000107  
Phone : (561) 995-7670  
Fax Number : (561) 997-0343

*Athl Stacey Lane*

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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

Sterling Acquisition 2008 LLC

RECEIVED  
2008 MAY 30 AM 8:00  
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EXAMINER

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**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 limited liability company:

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

**Second:** The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Sterling Communications, Inc.	Oklahoma

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective at 11:59 p.m. on May 30, 2008.

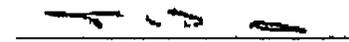
**Fifth:** Adoption of Plan of Merger by the surviving corporation:

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 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>
Sterling Acquisition 2008 LLC		Thomas P. Hunt Senior Vice President
Sterling Communications, Inc.		Thomas 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 limited liability company:

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

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Sterling Communications, Inc.	Oklahoma

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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 May 30, 2008 (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 Certificate of Merger and all other documents or certificates required to be filed with the Florida Department of State, each by Written Consent dated May 30, 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. Sterling Acquisition 2008 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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