

P000000014785



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 638120 4312909

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

FILED
00 MAR 28 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 24, 2000

ORDER TIME : 11:47 AM

ORDER NO. : 638120-010

000003185600--7

CUSTOMER NO: 4312909

CUSTOMER: Patti Roehl, Legal Asst
Gunster Yoakley Valdez-fauli &
777 S. Flagler Dr. .
Suite 500 East
W. Palm Beach, FL 33401-6194

ARTICLES OF MERGER

ASSOCIATED TELECOMMUNICATIONS
CONSULTANTS

INTO

SBA TOWERS NEW HAMPSHIRE, INC.

RECEIVED
00 MAR 28 AM 8:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

C. COULLIETTE MAR 28 2000

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

ASSOCIATED TELECOMMUNICATIONS CONSULTANTS, a Maine corporation,
not qualified

INTO

SBA TOWERS NEW HAMPSHIRE, INC., a Florida entity, P00000014785

File date: March 28, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 43.75

ARTICLES OF MERGER
OF
ASSOCIATED TELECOMMUNICATIONS CONSULTANTS
(a Maine corporation)
WITH AND INTO
SBA TOWERS NEW HAMPSHIRE, INC.
(a Florida corporation)

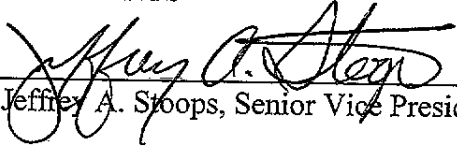
FILED
00 MAR 28 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 and 607.1107 of the Florida Business Corporation Act, the undersigned corporations do hereby adopt and the surviving corporation delivers for filing the following Articles of Merger:

1. The name and state of each of the constituent corporations participating in the merger are:
 - (a) Associated Telecommunications Consultants, a Maine corporation (the "Merging Corporation"); and
 - (b) SBA Towers New Hampshire, Inc., a Florida corporation (the "Surviving Corporation").
2. The name of the surviving corporation is SBA Towers New Hampshire, Inc.
3. The Plan of Merger is set forth as Exhibit A attached hereto, and is incorporated herein by reference.
4. The Board of Directors and the sole shareholder of the Merging Corporation approved the merger on February 20, 2000.
5. The Board of Directors and the sole shareholder of the Surviving Corporation approved the merger on February 20, 2000.
6. The effective date of the merger shall be upon the filing of the Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, each constituent corporation has caused these Articles of Merger to be signed by each such corporation's duly authorized officer, as of the 20 day of February, 2000.

ASSOCIATED TELECOMMUNICATIONS
CONSULTANTS

By: 
Jeffrey A. Stoops, Senior Vice President

SBA TOWERS NEW HAMPSHIRE, INC.

By: 
Jeffrey A. Stoops, Senior Vice President

EXHIBIT A

PLAN OF MERGER

PLAN OF MERGER, adopted for SBA Towers New Hampshire, Inc., a Florida corporation (the "Surviving Corporation"), by written consent of its Board of Directors and sole shareholder on February 20, 2000 and for Associated Telecommunications Consultants, a Maine corporation (the "Merging Corporation"), by written consent of its Board of Directors and sole shareholder on February 20, 2000.

1. The Merger. The Merging Corporation hereby merges into the Surviving Corporation and the Surviving Corporation shall be governed by the laws of State of Florida.
2. 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 of the Merging Corporation shall be the property of the Surviving Corporation.
3. Assumption of Obligations. All obligations of the Merging Corporation shall become obligations of the Surviving Corporation.
4. Effective Date. The merger shall become effective on the date of the filing of the Articles of Merger (the "Effective Date").
5. Board of Directors Adoption and Shareholder Approval. The Board of Directors of the Surviving Corporation has adopted and the sole shareholder of the Surviving Corporation has approved this Plan of Merger and the filing of the Articles of Merger and any other documents or certificates in any jurisdiction relating to the merger, by Written Consent dated February 20, 2000. The Board of Directors of the Merging Corporation has adopted and the sole shareholder of the Merging Corporation has approved this Plan of Merger and the filing of the Articles of Merger and any other documents or certificates in any jurisdiction relating to the Merger by Written Consent dated February 20, 2000.
6. Cancellation of Stock. Upon the Effective Date, each of the issued and outstanding shares of common stock of the Merging Corporation and all rights in respect thereof shall be canceled.
7. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect currently and at and as of the Effective Date will remain the Articles of Incorporation of the Surviving Corporation without any modification or amendment in the merger.
8. Bylaws. The Bylaws of the Surviving Corporation in effect currently and at and as of the Effective Date will remain the Bylaws of the Surviving Corporation without any modification or amendment in the merger.

9. 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.

10. Required Actions. The Merging Corporation and the Surviving Corporation 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.

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