

SEP-25-2002

16:2

SBA

561 97 0343

P.01

P00000026917

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000203302 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : SBA COMMUNICATIONS CORPORATION
Account Number : I20020000107
Phone : (561)995-7670
Fax Number : (561)997-0343

EFFECTIVE DATE

09-30-02

RECEIVED
02 SEP 25 PM 4:53
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SBA PROPERTIES, INC.

2002 SEP 25 PM 4:57

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

09-30-02

Electronic Filing Menu

Corporate Filing

Public Access Help

Merger

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

SBA TOWERS ACQUISITIONS TENNESSEE, INC., a Florida corporation,
P00000069483.

INTO

SBA PROPERTIES, INC., a Florida entity, P00000026917

File date: September 25, 2002, effective September 30, 2002

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 25, 2002

SEA PROPERTIES, INC.
5900 BROKEN SOUND PARKWAY NW
BOCA RATON, FL 33487

SUBJECT: SBA PROPERTIES, INC.
REF: P00000026917

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

THE EFFECTIVE DATE IN THE ARTICLES AND THE EFFECTIVE DATE IN THE PLAN MUST BE THE SAME.

The effective date cannot be prior to or more than 90 days after the date of filing in this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: H02000203302
Letter Number: 802A00054451

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
SBA Properties, Inc.	Florida

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
SBA Towers Acquisitions Tennessee, Inc.	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 11:59 p.m. on September 30, 2002.

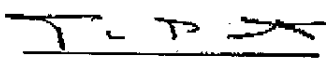
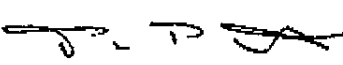
Fifth: Adoption of Plan of Merger by the surviving corporation:

The Board of Directors of the surviving corporation adopted the Plan of Merger on September 23, 2002. 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 September 23, 2002. Shareholder approval was not required for the merger.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
SBA Properties, Inc.		Thomas P. Hunt, Senior Vice President
SBA Towers Acquisitions Tennessee, Inc.		Thomas P. Hunt, Senior Vice President

EFFECTIVE DATE
9-30-02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 SEP 25 PM 4:57

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 corporation:

<u>Name</u>	<u>Jurisdiction</u>
SBA Properties, Inc.	Florida

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
SBA Towers Acquisitions Tennessee, Inc.	Florida

3. SBA Telecommunications, Inc., a Florida corporation owns one hundred percent (100%) of the issued and outstanding capital stock of the surviving and merging corporations.

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 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 September 30, 2002 (the "Effective Date").

(D) Board of Directors Approvals. The Boards of Directors of the surviving corporation 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 September 23, 2002.

(E) Articles of Incorporation. The Articles of Incorporation shall continue to be the Articles of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the Florida Business Corporation Act.

(F) 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.

(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 Properties, Inc. 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 sole shareholder of the surviving corporation is the sole shareholder of the merging corporation, there will not be dissenters' rights in connection with the merger.

H020002033023