

SEP-28-2010

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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) 998-3448

L. SELLERS

SEP 29 2010

EXAMINER

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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MERGER OR SHARE EXCHANGE
SBA Puerto Rico, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$68.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

The following Articles of Merger is submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1109, Florida Statutes and the Florida Limited Liability Company Act, pursuant to Section 608.4382, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
SBA Puerto Rico, Inc.	Florida

Second: The name and jurisdiction of the merging limited liability company:

<u>Name</u>	<u>Jurisdiction</u>
SBA Puerto Rico II LLC	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 11:59 p.m. on September 30, 2010.

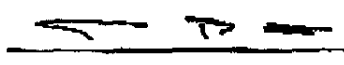

Fifth: Adoption of Plan of Merger by the surviving corporation:

The attached plan of merger was approved by each domestic corporation that is party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

Sixth: Adoption of Plan of Merger by the merging limited liability company:

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 Chapter 608, Florida Statutes.

Seventh: SIGNATURES FOR EACH ENTITY

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed of Printed Name of Individual and Title</u>
SBA Puerto Rico, Inc.		Thomas P. Hunt Senior Vice President
SBA Puerto Rico II LLC		Thomas P. Hunt Senior Vice President

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

The following Plan of Merger is submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1101, Florida Statutes and the Florida Limited Liability Company Act, pursuant to Section 608.4382.

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
SBA Puerto Rico, Inc.	Florida

2. The name and jurisdiction of the merging limited liability company:

<u>Name</u>	<u>Jurisdiction</u>
SBA Puerto Rico II LLC	Florida

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 corporation. SBA Senior Finance II LLC, a Florida limited liability company, owns one hundred percent (100%) of the membership interests of the merging limited liability company.

4. On the Effective Date (as defined below), each of the outstanding membership interests 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 limited liability company 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 limited liability company shall be the property of the surviving corporation.

(B) Assumption of Obligations. All obligations of the merging limited liability company shall become obligations of the surviving corporation.

(C) Effective Date. The merger shall become effective at 11:59 p.m. on September 30, 2010 (the "Effective Date").

(D) Approval of the Board of Directors and Sole Member. The Board of Directors of the surviving corporation and the Sole Member of the merging limited liability company 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 27, 2010.

(E) Articles of Incorporation. The Articles of Incorporation of the surviving corporation 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 Puerto Rico, 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 merging limited liability company has one shareholder, there will not be dissenters' rights in connection with the merger.