

P00000093369

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MERGER OR SHARE EXCHANGE

SBA CONSTRUCTION ACQUISITION MAINE, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

SBA CONSTRUCTION ACQUISITION MAINE, INC., a Florida corporation,
document number P00000093369

INTO

ATLANTIC TELCOM SERVICES, INC., a Maine corporation not qualified in
Florida

File date: February 8, 2001

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 7, 2001

SBA CONSTRUCTION ACQUISITION MAINE, INC.
ONE TOWN CENTER ROAD, 3RD FLOOR
BOCA RATON, FL 33486

SUBJECT: SBA CONSTRUCTION ACQUISITION MAINE, INC.
REF: P00000093369

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Darlene Connell
Corporate Specialist

FAX Aud. #: H01000014900
Letter Number: 001A00007611

ARTICLES OF MERGER
(Profit Corporations)

SBA CONSTRUCTION ACQUISITION MAINE, INC.,
a corporation organized under the laws of the State of Florida

WITH AND INTO

ATLANTIC TELCOM SERVICES, INC.
a corporation organized under the laws of the State of Maine

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

- FIRST:** The name and jurisdiction of the surviving corporation is:
Atlantic Telcom Services, Inc., a Maine corporation (the "Surviving Corporation")
- SECOND:** The name and jurisdiction of the merging corporation is:
SBA Construction Acquisition Maine, Inc., a Florida corporation (the "Merging Corporation")
- THIRD:** The Plan of Merger is attached hereto as Exhibit A.
- FOURTH:** The merger shall become effective upon the date of filing the Articles of Merger with the State of Maine.
- FIFTH:** The Plan of Merger was adopted by the shareholders and the Board of Directors of the Surviving Corporation on OCTOBER 16, 2000.
- SIXTH:** The Plan of Merger was adopted by the Board of Directors and the sole shareholder of the Merging Corporation on SEPTEMBER 13, 2000.

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SEVENTH: The Articles of Incorporation of the Surviving Corporation are to be amended and changed by reason of the merger herein certified by striking out Article I thereof relating to the name of said Surviving Corporation, and by substituting in lieu thereof the following:

"ARTICLE I - The name of the corporation shall be: SBA/Atlantic Telecom Services, Inc."

And said Articles of Incorporation as so amended and changed shall continue to be the Articles of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the laws of the State of Maine.

ATLANTIC TELCOM SERVICES, INC., a Maine corporation

By: 
Douglas Wright, Vice President

SBA CONSTRUCTION ACQUISITION MAINE, INC., a Florida corporation

By: 
Thomas P. Hunt, Senior Vice President

534092.2

SEVENTH: The Articles of Incorporation of the Surviving Corporation are to be amended and changed by reason of the merger herein certified by striking out Article I thereof relating to the name of said Surviving Corporation, and by substituting in lieu thereof the following:

“ARTICLE I - The name of the corporation shall be: SBA/Atlantic Telcom Services, Inc.”

And said Articles of Incorporation as so amended and changed shall continue to be the Articles of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the laws of the State of Maine.

ATLANTIC TELCOM SERVICES, INC., a Maine corporation

By: _____
Douglas Wright, Vice President

SBA CONSTRUCTION ACQUISITION MAINE, INC., a Florida corporation

By: T P H
Thomas P. Hunt, Senior Vice President

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EXHIBIT A**PLAN OF MERGER****SBA CONSTRUCTION ACQUISITION MAINE, INC.****with and into****ATLANTIC TELCOM SERVICES, INC.**

This Plan of Merger ("Plan of Merger") is made pursuant to an Agreement and Plan of Merger, dated October 20, 2000 (the "Merger Agreement"), by and among SBA Communications Corporation, a Florida corporation ("Parent"), SBA Construction Acquisition Maine, Inc. a Florida corporation (the "Terminating Corporation" or "Subsidiary"), Atlantic Telcom Services, Inc. (the "Surviving Corporation" or "Atlantic"), a business corporation organized under the laws of the State of Maine, and Michael K. Sullivan, an individual domiciled in the State of Maine, and Douglas W. Wright, an individual domiciled in the State of Maine (together, the "Shareholders"), and amended on January 19, 2001. Capitalized terms and references to Section numbers used but not otherwise defined in the Plan of Merger shall have the meanings and the references set forth in the Merger Agreement.

The Terminating Corporation and the Surviving Corporation shall, pursuant to the provisions of the Florida Business Corporation Act, and the provisions of the Maine Business Corporation Act, be merged with and into a single corporation, to wit, Atlantic Telcom Services, Inc., and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Maine Business Corporation Act. The separate existence of the Terminating Corporation shall cease upon said effective date in accordance with the provisions of the Florida Business Corporation Act.

The Articles of Incorporation of the Surviving Corporation are to remain unchanged by reason of the merger herein provided for, and said Articles of Incorporation as are in force and effect upon the effective date of the merger shall continue to be the Articles of Incorporation of the Surviving Corporation until sooner changed or amended as permitted by the provisions of the Maine Business Corporation Act.

The Bylaws of the Surviving Corporation as in force and effect upon the effective date of the merger in the State of Maine shall continue to be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Maine Business Corporation Act.

The directors and officers of the Surviving corporation upon the effective date of the merger in the State of Maine shall change pursuant to a Unanimous Written Consent to be adopted by the shareholders of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

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Each issued share of the Terminating Corporation shall be cancelled. The issued shares of the Surviving Corporation shall not be converted in any manner, but each share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

The consideration for the Shareholders to enter into the merger shall be as follows:

(a) By virtue of the merger and without any action on the part of the Shareholders, all of the Shares of Atlantic then issued and outstanding shall be converted into, and become exchangeable for, shares of Parent Common Stock (the "Conversion Shares") and shall be issued as follows:

(i) On the Closing Date, a number of shares of Parent Common Stock (the "Initial Conversion Shares") equal to the sum of Four Million and No/100 Dollars (\$4,000,000), divided by the average closing price of the Parent Common Stock on the NASDAQ NM for the five (5) trading days immediately preceding the Closing Date, 50% of which will be issued to Sullivan and 50% of which will be issued to Wright.

(ii) On the Closing Date, a number of shares of Parent Common Stock equal to Five Million and No/100 Dollars (\$5,000,000.00), divided by the average closing price of the Parent Common Stock on the NASDAQ NM for the five (5) trading days immediately preceding the Closing Date (the "Recoupment Shares," together with the Initial Conversion Shares, the "Conversion Shares"), 50% of which will be issued to Sullivan and 50% of which will be issued to Wright.

(iii) Notwithstanding the foregoing, the Recoupment Shares shall be pledged by the Shareholders to Parent and the Surviving Corporation pursuant to Article IV of these Articles of Merger and, promptly following delivery to the Shareholders of the Net Income Calculation (as defined in Section 1.1(g)) (but in no event prior to the expiration of the sixty (60) day period referred to in Section 1.1(g)), Parent and the Surviving Corporation shall release a number of Recoupment Shares to the Shareholders (or to the estate of a Shareholder in the event of his death prior to release of the Recoupment Shares) as follows:

(A) Subject to Section 13.6, if, and only if, the Net Income of the Surviving Corporation for the 12-Month Period exceeds One Million Five Hundred Thousand and No/100 Dollars (\$1,500,000.00) and is less than or equal to One Million Seven Hundred Fifty Thousand and No/100 Dollars (\$1,750,000.00), then in addition to the Initial Conversion Shares, a number of Recoupment Shares equal to One Million Five Hundred Thousand and No/100 Dollars (\$1,500,000.00), divided by the average closing price of the Parent Common Stock on the NASDAQ NM for the five (5) trading days immediately preceding the release of the Recoupment Shares to the Shareholders, 50% of which will be delivered to Sullivan and 50% of which will be delivered to Wright; or

(B) Subject to Section 13.6, if, and only if, the Net Income of the Surviving Corporation for the 12-Month Period exceeds One Million Seven Hundred Fifty Thousand and No/100 Dollars (\$1,750,000.00) and is less than or equal to Two Million and No/100 Dollars (\$2,000,000), then in addition to the Initial Conversion Shares, a number of Recoupment Shares equal to Two

Million and No/100 Dollars (\$2,000,000.00), divided by the average closing price of the Parent Common Stock on the NASDAQ NM for the five (5) trading days immediately preceding the release of the Recoupment Shares to the Shareholders, 50% of which will be delivered to Sullivan and 50% of which will be delivered to Wright; or

(C) Subject to Section 13.6, if, and only if, the Net Income of the Surviving Corporation for the 12-Month Period exceeds Two Million and No/100 Dollars (\$2,000,000.00) and is less than or equal to Two Million Two Hundred Fifty Thousand and No/100 Dollars (\$2,250,000.00), then in addition to the Initial Conversion Shares, a number of Recoupment Shares equal to Three Million and No/100 Dollars (\$3,000,000.00), divided by the average closing price of the Parent Common Stock on the NASDAQ NM for the five (5) trading days immediately preceding the release of the Recoupment Shares to the Shareholders, 50% of which will be issued to Sullivan and 50% of which will be issued to Wright; or

(D) Subject to Section 13.6, if, and only if, the Net Income of the Surviving Corporation for the 12-Month Period exceeds Two Million Two Hundred Fifty Thousand and No/100 Dollars (\$2,250,000.00) and is less than or equal to Two Million Five Hundred Thousand and No/100 Dollars (\$2,500,000.00), then in addition to the Initial Conversion Shares, a number of Recoupment Shares equal to Four Million and No/100 Dollars (\$4,000,000.00), divided by the average closing price of the Parent Common Stock on the NASDAQ NM for the five (5) trading days immediately preceding the release of the Recoupment Shares to the Shareholders, 50% of which will be issued to Sullivan and 50% of which will be issued to Wright; or

(E) Subject to Section 13.6, if, and only if, the Net Income of the Surviving Corporation for the 12-Month Period exceeds Two Million Five Hundred Thousand and No/100 Dollars (\$2,500,000.00), then in addition to the Initial Conversion Shares, a number of Recoupment Shares equal to Five Million and No/100 Dollars (\$5,000,000.00), divided by the average closing price of the Parent Common Stock on the NASDAQ NM for the five (5) trading days immediately preceding the release of the Recoupment Shares to the Shareholders, 50% of which will be issued to Sullivan and 50% of which will be issued to Wright; or

(F) The delivery of Recoupment Shares under Sections 1.1(b)(iii)(A) through (E) above are intended to be alternative, not cumulative. In no event shall SBA be obligated to release a number of Recoupment Shares to the Shareholders having a value greater than Five Million and No/100 Dollars (\$5,000,000.00), as determined by the average closing price of the Parent Common Stock on the NASDAQ for the five (5) trading days immediately preceding the release of the Recoupment Shares to the Shareholders.

(b) If the calculation set forth in paragraph 5(a) above results in fractional shares of Conversion Shares, such fractional shares shall not be issued or released, as applicable, and the portion of the payment due hereunder that would be represented thereby shall be paid by Parent to the Shareholders by cashiers' check, attorneys' or trust account check within five (5) Business Days following the date such payment was otherwise due hereunder.

(c) Each of the Shareholders covenants and agrees to transfer the Conversion Shares in accordance with Rule 145 promulgated by the Securities and Exchange Commission under the Securities Act of 1933, as amended.

(d) The Conversion Shares to be delivered to the Shareholders pursuant to the merger in accordance with paragraph 5(a) above shall be subject to the following restrictions on transfer:

(i) The Company will furnish to the Shareholders upon request and without charge a full statement describing the Company's authority to issue different classes of shares of stock and different series within a class, the designations, relative rights, preferences, and limitations applicable to each class and limitations determined for each series, and the authority of the Board of Directors to determine variations for future series.

(ii) The Conversion Shares must be transferred in accordance with, and are subject to the restrictions on transfer contained in, Rule 145 promulgated by the Securities and Exchange Commission under the Securities Act of 1933, as amended.

The Surviving Corporation shall assume the assets and liabilities of the Terminating Corporation.

In the event that the merger of the Terminating Corporation with and into the Surviving Corporation shall have been fully authorized in accordance with the provisions of the Maine Business Corporation Act and in accordance with the provisions of the Florida Business Corporation Act., the Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Maine, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

The effective date of this merger shall be upon the filing of the documents with the State of Maine.