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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SBA TOWERS ACQUISITION PENNSYLVANIA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

PRINCETON TOWER - PENNSYLVANIA, INC., a nonqualified Pennsylvania corp.

INTO

SBA TOWERS ACQUISITION PENNSYLVANIA, INC. which changed its name to

PRINCETON TOWER - PENNSYLVANIA, INC., a Florida entity, P01000006563

File date: June 7, 2001

Corporate Specialist: Susan Payne

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 Towers Acquisition Pennsylvania, Inc.	Florida

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Princeton Tower - Pennsylvania, Inc.	New Jersey

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 11:59 p.m. on June 7, 2001.

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

The Plan of Merger was adopted on June 5, 2001 by the Board of Directors of SBA Towers Acquisition Pennsylvania, Inc., which owns one hundred percent (100%) of the issued and outstanding capital stock of the merging corporation. Shareholder approval was not required for the merger.

Sixth: Adoption of Plan of Merger by the merging corporation:

The Plan of Merger was adopted on June 5, 2001 by the Board of Directors of the merging corporation. Shareholder approval was not required for the merger.

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: Princeton Tower - Pennsylvania, 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 Florida Business Corporation Act.

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Eighth: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of
Individual and Title

SBA Towers Acquisition
Pennsylvania, Inc.



Thomas P. Hunt, Senior Vice
President

Princeton Tower – Pennsylvania, Inc.



Thomas P. Hunt, Senior Vice
President

579404

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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 Towers Acquisition Pennsylvania, Inc.	Florida

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Princeton Tower – Pennsylvania, Inc.	New Jersey

3. SBA Towers Acquisition Pennsylvania, Inc. owns one hundred percent (100%) of the issued and outstanding capital 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 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 on June 7, 2001 (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 any other documents or certificates with the Florida Department of State, each by Written Consent dated June 5, 2001.

(E) Articles of Incorporation. Promptly following such merger, the Articles of Incorporation of SBA Towers Acquisition Pennsylvania, Inc. are to be amended and changed by reason of the merger herein certified by striking out paragraph 1 thereof, relating to the name of said surviving corporation, and by substituting in lieu thereof the following:

"The name of the corporation is Princeton Tower - Pennsylvania, 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 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 Towers Acquisition Pennsylvania, 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 surviving corporation is the sole shareholder of the merging corporation, there will not be dissenters' rights in connection with the merger.