



THE UNITED STATES
CORPORATION
COMPANY

P95000033598

ACCOUNT NO. : 072100000032

REFERENCE : 673244 4305026

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizzuto

ORDER DATE : January 19, 1998

ORDER TIME : 10:47 AM

ORDER NO. : 673244-005

CUSTOMER NO: 4305026

9000002404139--5

CUSTOMER: Ms. Susan F. Barrett
Sullivan & Worcester
One Post Office Square

Boston, MA 02109

ARTICLES OF MERGER

OPM-USA, INC.

INTO

AMERICAN TOWER SYSTEMS
(DELAWARE), INC.

FILED
98 JAN 20 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

RECEIVED
98 JAN 20 AM 8:42
DIVISION OF CORPORATION

Morgan PG-20

P95000033598

ARTICLES OF MERGER
Merger Sheet

MERGING:

OPM-USA, INC., a Florida corporation, document number P95000033598

INTO

AMERICAN TOWER SYSTEMS (DELAWARE), INC., a Delaware corporation
not qualified in Florida.

File date: January 20, 1998

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

OF

OPM-USA, INC.
a Florida Corporation

AND

AMERICAN TOWER SYSTEMS (DELAWARE), INC.
a Delaware Corporation

FILED
98 JAN 20 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, a domestic business corporation and a foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging OPM-USA, Inc. ("OPM") with and into American Tower Systems (Delaware), Inc. ("ATS") as approved by the Board of Directors of OPM on January 15, 1998 and by the Board of Directors of ATS on January 15, 1998.

2. The merger of OPM with and into ATS is permitted by the laws of the jurisdiction of organization of ATS and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of ATS was January 15, 1998.


3. OPM is a wholly-owned subsidiary of ATS.

4. Shareholder approval by OPM was not required for the merger.

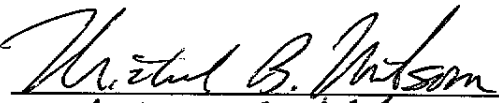
5. The effective time and date of the merger herein provided for in the State of Florida shall be on the close of business on the day which the necessary filings shall have been made in the State of Delaware and the State of Florida.

Executed on January 15, 1998.

OPM-USA, INC.

By: 
Name: Steven B. Dodge
Title: Chief Executive officer

AMERICAN TOWER SYSTEMS
(DELAWARE), INC.

By: 
Name: Michael B. Mitsom
Title: Vice President

PLAN OF MERGER

OF

OPM-USA, INC.
a Florida Corporation

AND

AMERICAN TOWER SYSTEMS (DELAWARE), INC.
a Delaware Corporation

PLAN OF MERGER approved on January 15, 1998 by resolution of the Board of Directors of OPM-USA, Inc. ("OPM"), a business corporation organized under the laws of the State of Florida, and on January 15, 1998 by resolution of the Board of Directors of American Tower Systems (Delaware), Inc. ("ATS"), a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are OPM-USA, Inc. and American Tower Systems (Delaware), Inc.

1. OPM and ATS shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, ATS, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of OPM, which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger shall be the certificate of incorporation of said surviving corporation; and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The by-laws of the surviving corporation at the effective time and date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers 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 by-laws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be canceled without payment of any consideration therefor and without any conversion thereof. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving 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 of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The proper officers of the non-surviving 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.