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NAME: WESTOWER CORPORATION

AUDIT NUMBER.....H98000010113

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Share Exchange

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ARTICLES OF SHARE EXCHANGE
BY AND BETWEEN
WESTOWER CORPORATION
AND
MJA COMMUNICATIONS CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 and 607.1107 of the Florida Business Corporation Act, the undersigned corporations do hereby make and execute these Articles of Share Exchange.

1. The name and state of incorporation of each of the constituent corporations participating in the share exchange are:
 - (a) Westower Corporation, a Washington corporation ("Westower"); and
 - (b) MJA Communications Corp., a Florida corporation ("MJA").
2. The name of the acquiring corporation is Westower Corporation.
3. The plan of share exchange is set forth as Exhibit A attached hereto, and is incorporated herein by reference.
4. The Board of Directors of Westower approved the share exchange on May 29, 1998. Shareholder approval is not necessary. The Board of Directors and Shareholders of MJA approved the share exchange on May 29, 1998.

IN WITNESS WHEREOF, each constituent corporation has caused these Articles of Share Exchange to be signed by each such corporation's duly authorized officer, as of the 29th day of May, 1998.

WESTOWER CORPORATION

By: 

Peter Lucas
Chief Financial Officer, Treasurer
and Secretary

MJA COMMUNICATIONS CORP.

By: 

Fred Faulkner, III
President

Michael V. Mitrone, Esq. (FL Bar #0294551)
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
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West Palm Beach, FL 33401
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Exhibit "A"**PLAN OF EXCHANGE**

THIS PLAN OF EXCHANGE ("Plan") describes the plan of share exchange by and among Michael J. Anderson, Constance S. Anderson and Fred Faulkner, III (the "Stockholders of MJA"), MJA Communications Corp., a Florida corporation ("MJA"), and Westtower Corporation ("Westtower"). MJA and Westtower shall sometimes collectively be referred to in this Plan as the "Constituent Corporations".

RECITALS

- A. The name of the corporation whose shares will be acquired is MJA Communications Corp. ("MJA").
- B. The name of the acquiring corporation is Westtower Corporation ("Westtower").
- C. Westtower, the Stockholders of MJA and MJA have entered into a Share Exchange Agreement dated May 29, 1998 (the "Share Exchange Agreement"), and MJA and Westtower have deemed it advisable and in the best interests of MJA and Westtower, respectively, and their respective shareholders, that all of the outstanding shares of the stock of MJA (the "MJA Stock") be exchanged for shares of common stock of Westtower (the "Exchange") as authorized by the laws of the State of Florida, the laws of the State of Washington and pursuant to the terms and conditions of the Share Exchange Agreement.

AGREEMENT

In consideration of the foregoing recitals, the covenants and conditions set forth herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follow:

1. Exchange Effectiveness

The MJA Stock shall be acquired by Westtower pursuant to the applicable provisions of the Florida Business Corporation Act, the Washington Business Corporation Act, as amended, and in accordance with the terms and conditions of this Plan and the Share Exchange Agreement. Upon the execution by each of MJA and Westtower of the Articles of Exchange incorporating this Plan and the filing of such Articles of Exchange with the Department of State of the State of Florida and the Secretary of State of the State of Washington, the Exchange shall become effective (the "Effective Time").

2. Conversion of Shares

At the Effective Time, by virtue of the Exchange and without any action on the part of the holder of any MJA Stock:

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(a) The stock certificates for the MJA Stock shall be deemed canceled and each share of the MJA Stock shall be exchanged for the right to receive Three Hundred Ninety Seven Thousand TwentyThree (397,023) fully paid and nonassessable shares of the common stock of Westtower (the "Exchange Consideration").

(b) Westtower shall be deemed to be the holder of the MJA Stock and shall have the right to receive a stock certificate representing the MJA Stock.

3. Implementation

Each of the Constituent Corporations shall take, or cause to be taken, all action or do, or cause to be done, all things necessary, proper or advisable under the laws of the State of Florida and the State of Washington to consummate and make effective the Exchange.

4. Termination

This Plan may be terminated for any reason at any time before the filing of Articles of Exchange with the Department of State of the State of Florida or the Secretary of State of Washington (whether before or after approval by the Stockholders of MJA) by resolution of the Board of Directors of both of the Constituent Corporations.

5. Amendment

This Plan may, to the extent permitted by law, be amended, supplemented or interpreted at any time by action taken by the Board of Directors of both of the Constituent Corporations; provided, however, that this Plan may not be amended or supplemented after having been approved by the Stockholders of MJA except by a vote or consent of Stockholders of MJA in accordance with applicable law.

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