

JAN-23-97 THU 11:51

P.02

P96000103330

1/23/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:28 AM

((H97000001297 5))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
076117000420

ACCT#:

CONTACT: ROSE CARBONE

PHONE: (407)650-0726

FAX #: (407)655-5677

NAME: SBA COMMUNICATIONS CORPORATION

AUDIT NUMBER.....H97000001297

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0 PAGES..... 2

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE
DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

27 JAN 23 PM 1:07

RECEIVED

SH 23

Amend.

RECEIVED
TALLAHASSEE, FLORIDA

97 JAN 23 PM 1:29

FILED

JAN-23-87 THU 11:50

P.01

GUNSTER, YOAKLEY, VALDES FAULI & STEWART, P.A.

ATTORNEYS AT LAW
PHILLIPS POINT, SUITE 500 EAST
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-6194
P.O. BOX 4587
WEST PALM BEACH, FLORIDA 33402-4537

TELEPHONE (407) 655-1980
TELECOPY (407) 655-3677

OTHER OFFICES IN:
MIAMI, FL (305) 376-6000
FT. LAUDERDALE, FL (305) 462-2000
PALM BEACH, FL (407) 655-1980
STUART, FL (407) 288-1980
TALLAHASSEE, FL (904) 222-6660
VERO BEACH, FL (407) 234-1040

FAX TRANSMITTAL FORM

DATE: January 23, 1997

TO: Florida Division of Corporations
FIRM:
CITY, STATE: Tallahassee, FL
FAX #: 904 922-4000
PHONE #: 904 487-6926

FROM: Rose Carbone PHONE #: (407) 650-0726

ORIGINAL FOLLOWS: no

NO. OF PAGES TRANSMITTED (INCLUDING THIS COVER PAGE).....3
PLEASE CALL IMMEDIATELY IF ALL PAGES ARE NOT RECEIVED

MESSAGE:

CONFIDENTIALITY NOTE:

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS LEGALLY PRIVILEGED AND CONFIDENTIAL, INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION, OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU RECEIVE THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE (COLLECT) AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE LISTED ADDRESS VIA THE U.S. POSTAL SERVICE. WE WILL REIMBURSE YOU FOR POSTAGE AND/OR TELEPHONE EXPENSES INVOLVED. THANK YOU.

CLIENT/MATTER#: 17343.1

H97000001297

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SBA COMMUNICATIONS CORPORATION**

Pursuant to the provisions of section 607.1006, Florida Statutes, the SBA Communications Corporation, a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation as follows:

1. Article VI is hereby amended to read:

ARTICLE VI

Number of Directors; Vacancies and Removal

A. NUMBER OF DIRECTORS

The initial number of directors of the Corporation shall be one (1). The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one (1) nor more than twenty-five (25).

B. VACANCIES AND REMOVAL

A director shall hold office until the annual meeting of the shareholders and until his successors shall be elected, subject, however, to the director's prior death, resignation, retirement, disqualification or removal from office. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any vacancy on the Board of Directors, howsoever resulting (including vacancies created as a result of a resolution of the Board of Directors increasing the authorized number of directors), may be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director.

C. REMOVAL OF DIRECTORS

Subject to the rights of the holders of any series of Preferred Stock then outstanding, any directors, or the entire Board of Directors, may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least two-thirds (66 2/3%) of the voting power of all of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors. "Cause" shall be defined as a breach of fiduciary

Jeffrey S. Sloop, Esq. (FL Bar No. 0480843)
Gunster, Yonkley, Valdes-Fauli & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401
(561) 635-1980

H97000001297

FILED
97 JAN 23 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

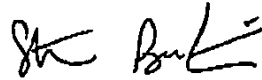
H97000001297

duty involving personal dishonesty, an intentional failure to perform stated duties as a director which results in substantial loss to the Corporation or a willful violation of any law, rule, regulation or final cease and desist order which results in substantial loss to the Corporation.

2. Article VII is hereby deleted in its entirety and all subsequent Articles are hereby renumbered in sequential order.

This amendment was approved by the Corporation's sole director and its sole shareholder by written consent dated January 10, 1997 in accordance with the provisions of Sections 607.0704 and 607.0821, Florida Statutes.

Dated: January 20, 1997



Steven E. Bernstein
President

0247961.01

H97000001297