



P97000045653

ACCOUNT NO. : 072100000032

REFERENCE : 637943 7127672

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizit

FILED
2002 JUN 25 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 25, 2002

ORDER TIME : 10:22 AM

ORDER NO. : 637943-005

CUSTOMER NO: 7127672

CUSTOMER: Ms. Kay Mathura
Sba Network Services
5900 Broken Sound Parkway N.w.

RECEIVED
02 JUN 25 AM 11:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

COMMUNICATION SITE SERVICES,
INC.

INTO

SBA TOWERS, INC.

EFFECTIVE DATE
06-30-02

900005976009--1

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY

CONTACT PERSON: Angie Glisar

C. Coullatte JUN 25 2002

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMMUNICATION SITE SERVICES, INC., a Florida corporation,
P99000109469

INTO

SBA TOWERS, INC., a Florida entity, P97000045653

File date: June 25, 2002, effective June 30, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75

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, Inc.	Florida

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Communication Site Services, Inc.	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 11:59 p.m. on June 30, 2002.

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



The Board of Directors of the surviving corporation, which owns one hundred percent (100%) of the issued and outstanding capital stock of the merging corporation, adopted the Plan of Merger on June 21, 2002. Shareholder approval was not required for the merger.

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

The Board of Directors of the merging corporation adopted the Plan of Merger on June 21, 2002. Shareholder approval was not required for the merger.

Seventh SIGNATURES FOR EACH CORPORATION

EFFECTIVE DATE
06-30-02

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
SBA Towers, Inc.		Thomas P. Hunt, Senior Vice President
Communication Site Services, Inc.		Thomas P. Hunt, Senior Vice President

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, Inc.	Florida

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Communication Site Services, Inc.	Florida

3. SBA Towers, Inc., a Florida corporation, 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 at 11:59 p.m. on June 30, 2002 (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 all other documents or certificates required to be filed in any jurisdiction relating to the merger, each by Written Consent dated June 21, 2002.

(E) Articles of Incorporation. The Articles of Incorporation 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, 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.

(J) Mailing Requirement. Communication Site Services, Inc. waived the mailing requirement in Section 607.1104(3), Florida Statutes.