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Division of Corporations
Fax Number : (850)205-0380

From:

Diana Juvra
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)
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STATE
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MERGER OR SHARE EXCHANGE

SBA TOWERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
SBA TOWERS, INC.
AND
TAMPA TOWERS, INC.
(Florida Profit Corporations)**

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FIRST: The name, street address of its principal office, jurisdiction and entity type of the merging corporation is:

Name and Street Address
TAMPA TOWERS, INC.
5900 Broken Sound Pkwy NW
Boca Raton, Florida 33487

Jurisdiction
Florida

Entity Type
Profit corporation

Florida Document Number: S77935

EFFECTIVE DATE

12-31-05

SECOND: The name, street address of its principal office, jurisdiction and entity type of the surviving corporation is:

Name and Street Address
SBA TOWERS, INC.
5900 Broken Sound Pkwy NW
Boca Raton, Florida 33487

Jurisdiction
Florida

Entity Type
Profit corporation

Florida Document Number: P97000045653

THIRD: The attached Plan of Merger meets the requirements of section 607.1101 of Florida Statutes, and was approved by each corporation.

FOURTH: The merger shall become effective on December 31, 2005.

FIFTH: Adoption of Merger by surviving corporation: The Plan of Merger was adopted by the board of directors and sole shareholder of the surviving corporation on December 28, 2005.

SIXTH: Adoption of Merger by merging corporation: The Plan of Merger was adopted by the board of directors and sole shareholder of the merging corporation on December 28, 2005.

[Signatures on the following page]

DEC-29-05 01:25PM FROM-AKERMAN SENTERFITT EIDSON PA

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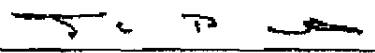
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DATED effective as of December 28, 2005.


SURVIVING CORPORATION:

SBA TOWERS, INC.

By: 
Thomas P. Hunt, Senior Vice President and
General Counsel

MERGING CORPORATION:

TAMPA TOWERS, INC.

By: 
Thomas P. Hunt, Senior Vice President and
General Counsel

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan") has been adopted as of the 28th day of December, 2005 by SBA TOWERS, INC., a Florida corporation ("SBA") and TAMPA TOWERS, INC., a Florida corporation ("TAMPA").

RECITALS

The Directors of SBA and the Directors of TAMPA have determined that it is advisable and in the best interest of each of SBA and TAMPA that TAMPA be merged with and into SBA pursuant to the terms and subject to the conditions set forth herein (the "Merger").

ARTICLE I

The Merger

On the Effective Date (as defined in Article V hereof), TAMPA shall merge with and into SBA in accordance with the Florida Business Corporation Act, and the separate existence of TAMPA shall cease and SBA shall thereafter continue as the surviving corporation (the "Surviving Entity") under the laws of the State of Florida.

ARTICLE II

The Surviving Entity

On the Effective Date, the Articles of Incorporation of SBA as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Entity.

On the Effective Date, the Bylaws of SBA, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Entity, until thereafter altered, amended or repealed.

On the Effective Date, the officers and directors of SBA immediately prior to the Effective Date shall be the officers and directors of the Surviving Entity until their successors are duly elected and qualified or until their earlier resignation, removal, death or disability.

ARTICLE III

Manner and Basis of Converting Shares

On the Effective Date, each issued and outstanding share of common stock, par value \$0.10 per share, of TAMPA, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

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ARTICLE IV

Effect of Merger

On the Effective Date, all property, rights, privileges, powers and franchises of TAMPA shall vest in the Surviving Entity, and all liabilities and obligations of TAMPA shall become liabilities and obligations of the Surviving Entity.

ARTICLE V

Effective Date

As used in this Agreement, the term "Effective Date" shall mean December 31, 2005.

ARTICLE VI

Amendment, Modification and Termination

The Directors of SBA and/or TAMPA may amend, terminate and/or abandon the Merger at any time prior to the Effective Date.


[Signatures on following page]

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IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.


SURVIVING CORPORATION:

SBA TOWERS, INC.

By: 
Thomas P. Hunt, Senior Vice President and
General Counsel

MERGING CORPORATION:

TAMPA TOWERS, INC.

By: 
Thomas P. Hunt, Senior Vice President and
General Counsel

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