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ACCOUNT NO. : 072100000032

REFERENCE : 541225 4312909

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : September 24, 1997

ORDER TIME : 10:06 AM

ORDER NO. : 541225-010

CUSTOMER NO: 4312909

CUSTOMER: Ms. Rose Carbone
GUNSTER, YOAKLEY VALDEZ-FAULI
& STEWART
777 S. Flagler Dr. #500

W. Palm Beach, FL 33401

600002301916

FILED
97 SEP 24 AM 11:16
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SBA TOWERS TENNESSEE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: _____

RECEIVED
97 SEP 24 AM 10:55
DIVISION OF CORPORATION

SN SEP 24 1997

**ARTICLES OF INCORPORATION
OF
SBA TOWERS TENNESSEE, INC.**

FILED
97 SEP 24 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is SBA Towers Tennessee, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business and mailing address of this corporation shall be:

6001 Broken Sound Parkway, Suite 400
Boca Raton, Florida 33487

Article V

Capital Stock

The corporation is authorized to issue One Thousand (1,000) shares of One Cent

(\$0.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of this corporation at that address is Corporation Service Company.

Article VII

Incorporator

The name and address of the person signing these Articles is:

Thomas P. Hunt
777 S. Flagler Drive, Suite 500E
West Palm Beach, FL 33401

Article VIII

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from

time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment


The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the

shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.


Thomas P. Hunt

DATED: September 23, 1997

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SBA Towers Tennessee, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Corporation Service Company

By: Karen B. Rozar

Karen B. Rozar, As Its Agent

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