

P. 970000 84077



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 546517 4312909

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : September 29, 1997

ORDER TIME : 10:53 AM

ORDER NO. : 546517-005

CUSTOMER NO: 4312909

100002306151--7

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

W. Palm Beach, FL 33401

DOMESTIC FILING

NAME: SBA TOWERS MINNESOTA, 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:

FILED  
97 SEP 29 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SN SEP 29 1997

97 SEP 29 PM 12:15  
OFFICE OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
SBA TOWERS MINNESOTA, INC.

FILED  
97 SEP 29 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is SBA Towers Minnesota, 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

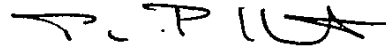
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

#### 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 26th, 1997

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SBA Towers Minnesota, 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: Gail Shelby  
Gail Shelby, as agent

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