

APR-01-2003 15:10

SBA

561 995 0343

P.01

19900029885

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000097081 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : SEA COMMUNICATIONS CORPORATION
Account Number : I20020000107
Phone : (561) 995-7670
Fax Number : (561) 997-0343

RECEIVED
03 APR - 1 PM 3:25
DIVISION OF CORPORATIONS

03 MAR 31 PM 4:11
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED

MERGER OR SHARE EXCHANGE

SBA NETWORK SERVICES, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

Handwritten signature and initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

TOTAL TOWER SERVICE, INC., a Florida corporation, document number
P01000047483

INTO

SBA NETWORK SERVICES, INC., a Florida entity, P99000029885

File date: March 31, 2003

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 1, 2003

SBA NETWORK SERVICES, INC.
5900 BROKEN SOUND PARKWAY NW
BOCA RATON, FL 33487SUBJECT: SBA NETWORK SERVICES, INC.
REF: P99000029885

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

IN #3 OF THE PLAN OF MERGER IT STATES THAT SBA Network Services, Inc., a Florida corporation, owns one hundred percent of the issued and outstanding capital stock of the SURVIVING CORPORATION. Shouldn't it state MERGING CORPORATION INSTEAD OF SURVIVING CORPORATION IN THIS STATEMENT?????

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document SpecialistFAX Aud. #: H03000097081
Letter Number: 703A00019503

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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 Network Services, Inc.	Florida

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Total Tower Service, Inc.	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 11:59 p.m. on March 31, 2003.


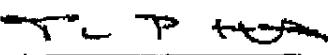
Fifth: Adoption of Plan of Merger by the surviving corporation:

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 March 27, 2003. 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 March 27, 2003. Shareholder approval was not required for the merger.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
SBA Network Services, Inc.		Thomas P. Hunt, Senior Vice President
Total Tower Service, Inc.		Thomas P. Hunt, Senior Vice President

FILED
03 MAR 31 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Network Services, Inc.	Florida

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Total Tower Service, Inc.	Florida

3. SBA Network Services, 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 March 31, 2003 (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 with the Florida Department of State, each by Written Consent dated March 27, 2003.

H03000097081 1

(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 Network Services, 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. Total Tower Service, Inc. waived the mailing requirement in Section 607.1104(3), Florida Statutes.

H03000097081 1