

FROM HOLLAND

KNIGHT TAMPA

(TUE) 5.14'02 15:00 (ST. 15:00) No. 45 106 P 1

P99006075102

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MERGER OR SHARE EXCHANGE

Pinnacle Towers III Inc.

Certificate of Status	0
Certified Copy	1
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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

PINNACLE TOWERS III INC., a Florida corporation, document number
P99000075102

INTO

PINNACLE TOWERS III INC.. a New York entity not qualified in Florida

File date: May 14, 2002

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER
BETWEEN
PINNACLE TOWERS III INC.
AND
PINNACLE TOWERS III INC.

FILED
02 MAY 14 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed to these Articles of Merger as Exhibit A is the Agreement and Plan of Merger (the "Plan of Merger") for merging Pinnacle Towers III Inc., a Florida corporation (the "Merging Corporation") with and into Pinnacle Towers III, Inc., a New York corporation (the "Surviving Corporation").

2. The shareholders entitled to vote on the Plan of Merger of the Merging Corporation approved and adopted the Plan of Merger at a meeting of said shareholders held on May 14, 2002.

3. The board of directors of the Merging Corporation approved and adopted the Plan of Merger by unanimous written consent on May 14, 2002.

4. The merger of the Merging Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of New York and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of the Surviving Corporation entitled to vote on the Plan of Merger and the board of directors of the Surviving Corporation was May 14, 2002.

5. The effective time and date of the Merger shall be 12:01 a.m. on May 14, 2002.

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FROM HOLLAND & KNIGHT TAMPA

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IN WITNESS WHEREOF, the undersigned have executed this document on this 14th day of May, 2002.

PINNACLE TOWERS III INC.,
a Florida corporation

By: William T. Freeman

Name: William T. Freeman

Title: CEO

PINNACLE TOWERS III INC.,
a New York corporation

By: William T. Freeman

Name: William T. Freeman

Title: CEO

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EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
BETWEEN
PINNACLE TOWERS III INC.
AND
PINNACLE TOWERS III INC.**

AGREEMENT AND PLAN OF MERGER adopted by Pinnacle Towers III Inc., a business corporation organized under the laws of the State of Florida, by resolution of its board of directors as of May 14, 2002, and adopted by Pinnacle Towers III Inc., a business corporation organized under the laws of the State of New York, by resolution of its board of directors as of May 14, 2002.

The names of the corporations planning to merge are Pinnacle Towers III Inc., a business corporation organized under the laws of the State of Florida and Pinnacle Towers III Inc., a business corporation organized under the laws of the State of New York. The name of the surviving corporation into which Pinnacle Towers III Inc., a Florida corporation ("PT III Florida") plans to merge is Pinnacle Towers III Inc., a New York corporation ("PT III New York")

1. PT III Florida and PT III New York shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of PT III New York be merged with and into a single corporation, to wit, PT III New York, which shall be the surviving corporation upon the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of PT III Florida, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. At the effective time and date of the merger, the surviving corporation shall assume all of the liabilities and obligations of the non-surviving corporation. At the effective time and date of the merger the surviving corporation shall possess all the rights, privileges, immunities, powers, and purposes, of the non-surviving corporation; all the property, real and personal, shall vest in the surviving corporation without further act or deed; and the surviving corporation shall assume and be liable for all the liabilities, obligations, and penalties of the surviving corporation and the non-surviving corporation.

3. The effective time and date of the Merger shall be 12:01 a.m. on May 14, 2002.

4. The Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

5. The bylaws of the surviving corporation will be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered, or amended as provided in such bylaws and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

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6. The directors and officers in office of the non-surviving corporation at the effective time and date of the merger shall be the members of the first board of directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until their successors are elected and qualified, or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

7. At the effective time and date of the merger, by virtue of the merger and without any further action on the part of the non-surviving corporation, each issued and outstanding share of common stock of the non-surviving corporation immediately prior to the effective time and date of the merger shall be cancelled and extinguished and cease to exist.

8. At the effective time and date of the merger, by virtue of the merger and without any further action on the part of the surviving corporation, each issued and outstanding share of common stock of the surviving corporation outstanding immediately prior to the effective time and date of the merger shall remain issued and outstanding.

9. The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

10. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they shall cause the appropriate officers to execute, file and/or record any document or documents prescribed by the laws of the State of Florida and of the State of New York, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

11. The board of directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

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