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MERGER OR SHARE EXCHANGE

REGENCY CENTERS, L. P.

AL

Certificate of Status	0
Certified Copy	2
Page Count	06
Estimated Charge	~~$420.00~~

$507.50

ARTICLES OF MERGER
Merger Sheet

MERGING:

RRC FL SPC, INC.
RRC GENERAL SPC, INC.
RRC LIMITED SPC, INC.
RRC LENDER, INC.
TREASURE COAST INVESTORS, LTD.

REGENCY ROSEWOOD TEMPLE TERRACE, LTD.
LANDCOM REGENCY MANDARIN, LTD.
RSP IV CRITERION, LTD.

into

REGENCY CENTERS, L. P., a Delaware entity B97000000103

File date: , effective December 31, 2000

Corporate Specialist: Agnes Lunt

Fax Audit No. H00000067537

ARTICLES OF MERGER

of

RRC FL SPC, INC., P93000074564
RRC GENERAL SPC, INC., P93000074520
RRC LIMITED SPC, INC., P93000074573
RRC LENDER, INC., P93000072854
TREASURE COAST INVESTORS, LTD., A93000001118
REGENCY ROSEWOOD TEMPLE TERRACE, LTD., A93000001113
LANDCOM REGENCY MANDARIN, LTD., A93000001117
RSP IV CRITERION, LTD. A11967

with and into

EFFECTIVE DATE 12-31-00

REGENCY CENTERS, L.P.
B97000000103

Pursuant to the provisions of Sections 607.1104, 607.1108 and 607.1109 of the Florida Business Corporation Act (the "FBCA"), Sections 620.201 and 620.202 of the Florida Uniform Limited Partnership Act (the "Florida RULPA") and Title 6, Section 17-211 of the Delaware Code, the undersigned enter into these Articles of Merger by which RRC FL SPC, Inc., RRC General SPC, Inc., RRC Limited SPC, Inc. and RRC Lender, Inc., all of which are Florida corporations, and Treasure Coast Investors, Ltd., Regency Rosewood Temple Terrace, Ltd., Landcom Regency Mandarin, Ltd. and RSP IV Criterion, Ltd., all of which are Florida limited partnerships, shall be merged with and into Regency Centers, L.P., a Delaware limited partnership, and Regency Centers, L.P. shall be the surviving business entity, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Sections 607.1104 and 607.1108 of the FBCA, Section 620.202 of the Florida RULPA, and Section 17-211 of the Delaware Code. The undersigned hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the merger shall become effective at 11:59 p.m. on December 31, 2000, or, if later, at the close of business on the date on which these Articles of Merger are filed with the Department of State of Florida and a Certificate of Merger is filed with the Secretary of State of Delaware.

THIRD, pursuant to Section 607.1108 of the FBCA, the Plan was adopted on November 1, 2000 by the Board of Directors of Regency Realty Corporation, the sole shareholder of RRC FL SPC, Inc., RRC General SPC, Inc. and RRC Limited SPC, Inc. and by the Board of Directors of Regency Realty Group, Inc., the sole shareholder of RRC Lender, Inc. Pursuant to Section 620.202 of the Florida RULPA, the Plan was approved on November 1, 2000 by the Board of Directors of RRC General SPC, Inc. and by the Board of Directors of RRC Limited SPC, Inc., the sole general partner and sole limited partner, respectively, of Treasure Coast Investors, Ltd., Regency Rosewood Temple Terrace, Ltd., Landcom Regency Mandarin, Ltd. and RSP IV Criterion, Ltd. The Plan was approved by the Board of Directors of Regency Realty Corporation, the sole general partner of Regency Centers, L.P., in accordance with the provisions of the partnership's Agreement of Limited Partnership and applicable laws of Delaware.

FOURTH, the address of the principal office of Regency Centers, L.P. in Delaware is c/o Corporation Service Company, 1013 Centre Road, Wilmington, New Castle County, Delaware 19801.

FIFTH, pursuant to Section 607.1109 of the FBCA and Section 620.203 of the Florida RULPA, Regency Centers, L.P. hereby appoints the Secretary of State of Florida as its agent for service of process in any proceeding to enforce any obligation or rights of dissenting shareholders of RRC FL SPC, Inc., RRC General SPC, Inc., RRC Limited SPC, Inc. and RRC Lender, Inc. and any dissenting partner in Treasure Coast Investors, Ltd., Regency Rosewood Temple Terrace, Ltd., Landcom Regency Mandarin, Ltd. and RSP IV Criterion, Ltd.

SIXTH, pursuant to Section 607.1109 of the FBCA and Section 620.203 of the Florida RULPA, Regency Centers, L.P. hereby agrees to promptly pay to any dissenting shareholders of RRC FL SPC, Inc., RRC General SPC, Inc., RRC Limited SPC, Inc. and RRC Lender, Inc. and any dissenting partners in Treasure Coast Investors, Ltd., Regency Rosewood Temple Terrace, Ltd., Landcom Regency Mandarin, Ltd. and RSP IV Criterion, Ltd. the amount, if any, they are entitled to under Section 607.1302 of the FBCA or Section 620.205 of the Florida RULPA.

IN WITNESS WHEREOF, these Articles of Merger have been executed by RRC FL SPC, Inc., RRC General SPC, Inc., RRC Limited SPC, Inc. and RRC Lender, Inc., Treasure Coast Investors, Ltd., Regency Rosewood Temple Terrace, Ltd., Landcom Regency Mandarin, Ltd. and RSP IV Criterion, Ltd. as the merging entities, and by Regency Centers, L.P., as the surviving business entity, this ______ day of December, 2000.

Merging Entities

RRC FL SPC, INC.

By:______________________
J. Christian Leavitt
Senior Vice President

RRC GENERAL SPC, INC.

By:______________________
J. Christian Leavitt
Senior Vice President

RRC LIMITED SPC, INC.

By:______________________
J. Christian Leavitt
Senior Vice President

RRC LENDER, INC.

By:______________________
J. Christian Leavitt
Senior Vice President

TREASURE COAST INVESTORS, LTD.
By: RRC General SPC, Inc., General Partner

By:______________________
J. Christian Leavitt
Senior Vice President

REGENCY ROSEWOOD TEMPLE TERRACE, LTD.
By: RRC General SPC, Inc., General Partner

By:______________________
J. Christian Leavitt
Senior Vice President

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LANDCOM REGENCY MANDARIN, LTD.
By: RRC General SPC, Inc., General Partner

By: ______________________
J. Christian Leavitt
Senior Vice President

RSP IV CRITERION, LTD.
By. RRC General SPC, Inc., General Partner

By: ______________________
J. Christian Leavitt
Senior Vice President

Surviving Business Entity

REGENCY CENTERS, L.P.
By Regency Realty Corporation

By: ______________________
J. Christian Leavitt
Senior Vice President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan") provides for the merger of **RRC FL SPC, INC., RRC GENERAL SPC, INC., RRC LIMITED SPC, INC.**, and **RRC LENDER, INC.**, each of which is a Florida corporation (the "Merging Corporations"), and **TREASURE COAST INVESTORS, LTD., REGENCY ROSEWOOD TEMPLE TERRACE, LTD., LANDCOM REGENCY MANDARIN, LTD.**, and **RSP IV CRITERION, LTD.**, each of which is a Florida limited partnership (the "Merging Partnerships" and together with the Merging Corporations, the "Merging Entities"), with and into **REGENCY CENTERS, L.P.**, a Delaware limited partnership (the "Surviving Limited Partnership"), as follows:

1. Merger. On the Effective Date the Merging Entities shall be merged with and into the Surviving Limited Partnership, the separate corporate existence of the Merging Entities shall cease and the Surviving Limited Partnership shall be the surviving business entity.

2. Effective Date. The Merger of the Merging Entities shall become effective at 11:59 p.m. on December 31, 2000 or, if later, at the close of business on the date on which Articles of Merger are filed with the Florida Department of State and a Certificate of Merger as filed with the Delaware Secretary of State (the "Effective Date").

3. Cancellation of Merging Entity Securities. On the Effective Date, each share of common stock of each of the Merging Corporations which is issued and outstanding on the Effective Date and each unit of limited partnership interest in each of the Merging Partnerships which is issued and outstanding on the Effective Date shall be cancelled.

4. Effect of Merger. On the Effective Date, the separate existence of the Merging Entities shall cease, and the Surviving Limited Partnership shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Entities, without the necessity for any separate transfer. The Surviving Limited Partnership shall thereafter be responsible and liable for all liabilities and obligations of the Merging Entities, and neither the rights of creditors nor any liens on the property of the Merging Entities shall be impaired by the Merger. If at any time after the Effective Date the Surviving Limited Partnership shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Limited Partnership, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Entities acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Limited Partnership and its general partner and officers and directors of the general partner or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Entities, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Entities, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Limited Partnership's right, title or interest in, to or under

any of the rights, privileges, powers, franchises, properties or assets of the Merging Entities acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

5. **Waiver of Notice**. Regency Realty Corporation, being the sole shareholder of RRC FL SPC, Inc., RRC General SPC, Inc. and RRC Limited SPC, Inc. and the general partner of the Surviving Limited Partnership, and Regency Realty Group, Inc., being the sole shareholder of RRC Lender, Inc., by execution of the Articles of Merger waive the notice requirements of Section 607.1104 of the Florida Business Corporation Act. RRC Limited SPC, Inc., the sole limited partner in Treasure Coast Investors, Ltd., Regency Rosewood Temple Terrace, Ltd., Landcom Regency Mandarin, Ltd. and RSP IV Criterion, Ltd., by execution of the Articles of Merger waives the notice requirements of Section 620.202 of the Florida Revised Uniform Limited Partnership Act.

6. **General Partner**. Regency Realty Corporation is the sole general partner of the Surviving Limited Partnership and its business address is 121 West Forsyth Street, Suite 200, Jacksonville, Florida 32202.

7. **Abandonment**. This Plan may be abandoned at any time prior to the Effective Date by any of the Merging Entities or the Surviving Limited Partnership, without further action by shareholders or limited partners and, if Articles of Merger have been filed with the Department of State of Florida and a Certificate of Merger has been filed with the Delaware Secretary of State, by filing a Notice of Abandonment with such authorities.

Merging Entities

RRC FL SPC, INC.

By:______________________
J. Christian Leavitt
Senior Vice President

RRC GENERAL SPC, INC.

By:______________________
J. Christian Leavitt
Senior Vice President

RRC LIMITED SPC, INC.

By:______________________
J. Christian Leavitt
Senior Vice President

RRC LENDER, INC.

By:______________________
J. Christian Leavitt
Senior Vice President

TREASURE COAST INVESTORS, LTD.
By: RRC General SPC, Inc., General Partner

By: ______________________
J. Christian Leavitt
Senior Vice President

REGENCY ROSEWOOD TEMPLE TERRACE, LTD.
By: RRC General SPC, Inc., General Partner

By: ______________________
J. Christian Leavitt
Senior Vice President

LANDCOM REGENCY MANDARIN, LTD.
By: RRC General SPC, Inc., General Partner

By: ______________________
J. Christian Leavitt
Senior Vice President

RSP IV CRITERION, LTD.
By: RRC General SPC, Inc., General Partner

By: ______________________
J. Christian Leavitt
Senior Vice President

Surviving Business Entity

REGENCY CENTERS, L.P.
By Regency Realty Corporation

By: ______________________
J. Christian Leavitt
Senior Vice President