

Document Number Only

F970000001555

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

FILED
98 JAN 23 PM 4:25
SECRET
TALLAHASSEE, FLORIDA

800002410558--9
-01/23/98--01091--012
****122.50 ****122.50

Merger
Name
Change

Paramount Real Estate Services, Inc.

into:

Meditrust Acquisition Corporation IV

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Fict. Filing

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

RECEIVED
98 JAN 23 PM 1:42
DIVISION OF CORPORATIONS

Name
Availability

1/23/98

Document
Examiner

Don

Updater

Don

Verifier

Don

Acknowledgment

Don

W.P. Verifier

Don

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie ☺

JAN 23 1998

File Today
Please!

Thank You
m.s.

*00789, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

PARAMOUNT REAL ESTATE SERVICES, INC., a Florida corporation K21554

INTO

**MEDITRUST ACQUISITION CORPORATION IV which changed its name to
PARAMOUNT REAL ESTATE SERVICES, INC., a Delaware corporation,
F97000001555**

File date: January 23, 1998

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 26, 1998

from:
CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301

SUBJECT: MEDITRUST ACQUISITION CORPORATION IV
Ref. Number: F97000001555

We have received your document for MEDITRUST ACQUISITION CORPORATION IV and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You will need to file a foreign amendment application in order to change the name of the surviving corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

to:
Annette Hogan
Corporate Specialist

Letter Number: 098A00004213

*Please back-date
to 1-23-98
when received.
Shombs,
M.S.*

RECEIVED
98 JAN 28 PM 2:42
DIVISION OF CORPORATION

*Pick-up
4:00 1-28-98*

ARTICLES OF MERGER
OF
PARAMOUNT REAL ESTATE SERVICES, INC.
AND
MEDITRUST ACQUISITION CORPORATION IV

FILED
98 JAN 23 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
98 JAN 23 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, the corporations hereinafter named do hereby adopt the following articles of merger.

1. The Plan of Merger is as follows:

(a) The names of the merging corporations are Paramount Real Estate Services, Inc. ("PRES"), which is a business corporation organized under the laws of the State of Florida, and the existence of which will cease, and Meditrust Acquisition Corporation IV ("MAC IV"), which is a business corporation organized under the laws of the State of Delaware, and which shall be the surviving corporation.

(b) The terms and conditions of the proposed merger (the "Merger") and the manner and basis of converting the shares of Paramount Real Estate Services, Inc. shall be as follows:

(i) On the effective date of the Merger (the "Effective Date"), the shares of PRES Common Stock which are issued and outstanding immediately prior to the Effective Date (excluding any such share held either by MAC IV or any of their affiliates or in the treasury of PRES) (the "PRES Shares") shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive (i) \$13,678,509 (the "Closing Merger Consideration") and (ii) the Conditional Merger Consideration (as hereinafter defined) (the Closing Merger Consideration and the Conditional Merger Consideration are hereinafter referred to collectively as the "Merger Consideration").

(ii) The Merger Consideration shall be allocated among the Stockholders (or their transferees) as set forth in the Agreement and Plan of Merger for merging Paramount Real Estate Services, Inc. with and into Meditrust Acquisition Corporation IV (the "Merger Agreement"). Each share of PRES Common Stock held in the treasury of PRES or by MAC IV or any of its affiliates shall be canceled, and no payment shall be made in respect thereof. At the Effective Date, the stock transfer books of PRES shall be

closed and no transfer of PRES Common Stock shall thereafter be made. After the Effective Date, each holder of a certificate which immediately prior to the Effective Date represented PRES Shares shall be entitled, upon surrender thereof to the Surviving Entity, to receive the Merger Consideration described above. Until so surrendered, each certificate which immediately prior to the Effective Date represented PRES Shares shall upon and after the Effective Date be deemed for all purposes to represent and evidence only the right to receive the Merger Consideration described above.

(iii) MAC IV shall deliver to the Stockholders the Conditional Merger Consideration in accordance with the terms and conditions of this Section 1.03(c). With respect to the real estate projects specified in the Merger Agreement (the "Projects"), if, as and when the initial rental payment (from Tenet with respect to the Hilton Head and Biltmore Projects and from Vassallo/Billotia with respect to the Congress II Projects) is made, MAC IV shall promptly pay the amounts allocable to such Project in accordance with the Merger Agreement (the "Conditional Merger Consideration").

2. The following amendment of the Certificate of Incorporation of Meditrust Acquisition Corporation IV is to be effected by the merger herein provided for. Article I of the Certificate of Incorporation of Meditrust Acquisition Corporation IV, which relates to the name of the corporation, is amended so as to read as follows upon the effective date of the merger herein provided for:

"The name of the corporation is Paramount Real Estate Services, Inc."

3. The Agreement and Plan of Merger for merging Paramount Real Estate Services, Inc. with and into Meditrust Acquisition Corporation IV was approved and adopted by the shareholders entitled to vote of Paramount Real Estate Services, Inc. on January 22, 1998 and by the sole shareholder of Meditrust Acquisition Corporation IV on January 22, 1998.

4. The laws of the jurisdiction of organization of Meditrust Acquisition Corporation IV permit the merger of a business corporation of another jurisdiction with and into a business corporation of that jurisdiction; and the merger of Paramount Real Estate Services, Inc. with and into Meditrust Acquisition Corporation IV is in compliance with the laws of the jurisdiction of organization of Meditrust Acquisition Corporation IV.

5. Meditrust Acquisition Corporation IV will continue its existence as the surviving corporation under the name Paramount Real Estate Services, Inc. pursuant to the provisions of the Delaware General Corporation Law.

STATE OF MASSACHUSETTS)
) SS.:
COUNTY OF SUFFOLK)

On this 22nd day of January, 1998, before me, a Notary Public in and for the State and County aforesaid, personally appeared Lawrence B. Juran and Patrick J. DiSalvo, who acknowledged to me that each is the Vice President and Secretary, respectively, of Paramount Real Estate Services, Inc., and that each executed as said officer the foregoing Articles of Merger of said corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.


Notary Public

LYNN M. SMITH
NOTARY PUBLIC

Commission expires: My Commission Expires Oct. 13, 2000

[notarial seal]

STATE OF MASSACHUSETTS)
) SS.:
COUNTY OF SUFFOLK)

On this 22nd day of January, 1998, before me, a Notary Public in and for the State and County aforesaid, personally appeared each of Michael F. Bushee and Frank Giso III, who acknowledged to me that each is the Chief Operating Officer and Assistant Secretary, respectively of Meditrust Acquisition Corporation IV, and that he executed as said officer the foregoing Articles of Merger of said corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.


Notary Public

LYNN M. SMITH
NOTARY PUBLIC

Commission expires: My Commission Expires Oct. 13, 2000

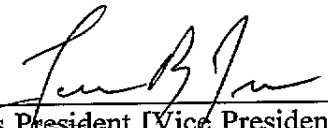
[notarial seal]

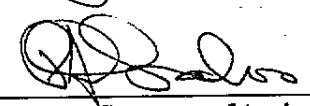
DS1.387156.1

Executed on January 12, 1998.

PARAMOUNT REAL ESTATE SERVICES, INC.

By:


Its President [Vice President]

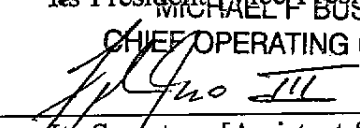

Its Secretary [Assistant Secretary]

Executed on January 12, 1998

MEDITRUST ACQUISITION CORPORATION IV

By:


Its President [Vice President]
MICHAEL F. BUSHEE
CHIEF OPERATING OFFICER


Its Secretary [Assistant Secretary]

Frank Giso III

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. Meditrust Acquisition Corporation IV
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: 1-23-98

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

January 23, 1998

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

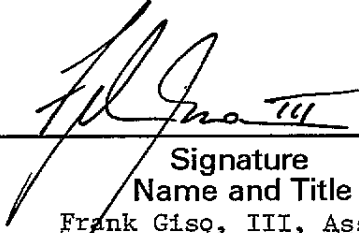
Paramount Real Estate Services, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A



Signature
Name and Title
Frank Giso, III, Asst. Secretary

January 23, 1998

Date

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MEDITRUST ACQUISITION CORPORATION IV", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "PARAMOUNT REAL ESTATE SERVICES, INC.", THE TWENTY-THIRD DAY OF JANUARY, A.D. 1998, AT 12:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2191334 8320

981032638

AUTHENTICATION:

8887345

DATE:

01-27-98