

CT CORPORATION SYSTEM

H24291

FILED
01 DEC 19 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Pebble Creek Service Corporation Merged into: American General Realty

0

Merger

EFFECTIVE DATE
12/20/01

300004733163--9
-12/19/01--01001--024
*****70.00 *****70.00

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
 Availability 12/20/01 12/19/01
 Document _____
 Examiner AJR
 Updater AJR
 Verifier _____
 W.P. Verifier _____

Order#: 49999

Ref#: _____

Amount: \$ _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

PEBBLE CREEK SERVICE CORPORATION, a Florida corporation H24291
,

INTO

AMERICAN GENERAL REALTY INVESTMENT CORPORATION, a Texas
entity not qualified in Florida.

File date: December 19, 2001, effective December 20, 2001

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
12/20/01

ARTICLES OF MERGER

State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203 of the Florida Statutes.

- FIRST:** American General Realty Investment Corporation is a Texas corporation with principal offices at 2929 Allen Parkway, Houston, Texas. Pebble Creek Service Corporation is a Florida corporation with principal offices at 2929 Allen Parkway, Houston, Texas.
- SECOND:** The surviving entity shall be American General Realty Investment Corporation, incorporated in the State of Texas, with principal offices at 2929 Allen Parkway, Houston, Texas.
- THIRD:** The Plan of Merger attached as Exhibit A meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.
- FOURTH:** The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.
- FIFTH:** The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.
- SIXTH:** The surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.
- SEVENTH:** The surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of

the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of December 20, 2001.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

Signed this 12th day of December, 2001.

AMERICAN GENERAL REALTY
INVESTMENT CORPORATION

BY: *Gary D. Reddick*

Name: Gary D. Reddick

Title: Chairman and President

PLAN OF MERGER

The names of the corporations participating in the merger and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
American General Realty Investment Corporation	Texas
Pebble Creek Service Corporation	Florida

The above-mentioned American General Realty Investment Corporation ("AGRIC") is to be the surviving corporation in the merger. Pebble Creek Service Corporation ("PCSC") is a wholly-owned subsidiary of AGRIC.

The terms and conditions of the merger and the mode of carrying it into effect shall be as follows:

Section 1. Effective Date

The merger provided for in this Plan of Merger shall become effective as of December 20, 2001 (the "Effective Date").

Section 2. Governing Law and Corporate Name

The surviving corporation shall be governed by the laws of the State of Texas under the corporate name "American General Realty Investment Corporation."

Section 3. Charter and Bylaws

The charter and bylaws of AGRIC in effect on the Effective Date shall be the charter and bylaws of the surviving corporation, subject to the right of the surviving corporation to amend its charter or bylaws after the Effective Date in accordance with the laws of the State of its incorporation.

Section 4. Common Stock

The manner of converting the outstanding shares of the capital stock of PCSC into the shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of AGRIC, which shall be issued and outstanding on the Effective Date (including any shares held in treasury), shall remain issued and outstanding and shall represent the same number of shares of the common stock of the surviving corporation.

- (b) Each share of common stock of PCSC, which shall be issued and outstanding on the Effective Date (including any shares held in treasury), shall be canceled without issuance of any additional consideration therefor.
- (c) As a result, American General Corporation, the sole shareholder of AGRIC, will hold all of the issued and outstanding shares of the common stock of the surviving corporation on the Effective Date.

Section 5. Board of Directors and Officers

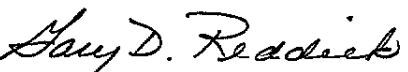
Until the election and qualification of their successors, the members of the Board of Directors of the surviving corporation shall be the members of the Board of Directors of AGRIC in office on the Effective Date. The elected officers of the surviving corporation, who shall continue in office at the pleasure of the Board of Directors of the surviving corporation, shall be the elected officers of AGRIC on the Effective Date. The directors and officers of the PCSC shall be deemed to have resigned as of the Effective Date.

IN WITNESS WHEREOF, the undersigned corporations agree to the terms of the Plan of Merger set forth herein as of the 12th day of December, 2001.

PEBBLE CREEK SERVICE CORPORATION

BY: 
Name: W. Larry Mask
Title: President

AMERICAN GENERAL REALTY
INVESTMENT CORPORATION

BY: 
Name: Gary D. Reddick
Title: Chairman and President