

Document Number Only

H26133

FILED
97 DEC 19 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T Corporation System
Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301
City State Zip Phone

CORPORATION(S) NAME

CORAPMER

900002381639--1
-12/24/97--01004--007
*****105.00 *****105.00

900002381639--1
-12/24/97--01004--008
*****35.00 *****35.00

EFFECTIVE DATE
11/2/98

Pebble Creek Country Club Corporation

900002381639--1
-01/05/98--01045--010
*****35.00 *****35.00

- () Profit
() NonProfit
() Limited Liability Company
() Foreign
() Limited Partnership
() Reinstatement
() Limited Liability Partnership
() Certified Copy
() Amendment
() Dissolution/Withdrawal
() Annual Report
() Reservation
() Photo Copies
() Mark
() Other
() Change of F.A.
() Fictitious Name
() CUS

- () Call When Ready
() Call if Problem
() After 4:30
() Will Wait
() Pick Up
() Mail Out

C. TAX FILING 25
R. AGENT FEE
C. COPY TO 12/24 35
N. BANK
BALANCE DUE
REFUND

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

Name Availability	12/24/97
Document Examiner	POW
Updater	POW
Verifier	POW
Acknowledgment	POW
W.F. Verifier	POW

* Please backdate
filing to:
December 19th

CR2E031 (1-89)

*00789, 00524, Thanks!
00672

H26133

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERICAN GENERAL MORTGAGE COMPANY, a Delaware corporation not
authorized to transact business in Florida
HICKORY DOWNS DEVELOPMENT, INC., a Delaware corporation not
authorized to transact business in Florida
ONTARIO VINEYARD CORPORATION, a Delaware corporation not authorized
to transact business in Florida
PEBBLE CREEK COUNTRY CLUB CORPORATION, a Florida corporation
H26133

INTO

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

File date: December 19, 1997, effective January 2, 1998

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1997

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: PEBBLE CREEK COUNTRY CLUB CORPORATION
Ref. Number: H26133

We have received your document for PEBBLE CREEK COUNTRY CLUB CORPORATION and check(s) totaling \$140.00. However, your check(s) and document are being returned for the following:

You have listed two different effective dates (one on page one-Jan 2 and one on page three Dec 1). You can have the Jan 2 effective date but you will need to change the date on page 3 to Jan 2. Please list the date of adoption by the directors of the parent.

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

Annette Hogan
Corporate Specialist

Letter Number: 997A00059625

EFFECTIVE DATE
11/2/98
ARTICLES OF MERGER

State of Florida

FILED
97 DEC 19 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act ("FBCA"), the undersigned corporations hereby submit the following articles of merger:

FIRST: American General Realty Investment Corporation is a Texas corporation (the "parent corporation"). Each of the companies listed below is a wholly-owned subsidiary of the parent corporation (the "subsidiary companies"). Pursuant to the merger, each of the subsidiary companies will be merged with and into the parent company and the parent corporation will be the surviving corporation.

Name of Corporation

State

American General Mortgage Company	Delaware
Hickory Downs Development, Inc.	Delaware
Ontario Vineyard Corporation	Delaware
Pebble Creek Country Club Corporation	Florida

SECOND: Attached as Exhibit A is a copy of the plan of merger that was duly adopted by unanimous consent of the board of directors of the parent corporation on 11/21/97.

THIRD: Approval by the sole shareholder of the surviving corporation is not required by Section 607.1103(7) of the FBCA.

FOURTH The merger shall become effective as of January 2, 1998.

Signed this 2nd day of November, 1997.

AMERICAN GENERAL REALTY INVESTMENT CORPORATION

BY: 


Name: Don R. Clapsaddle
Title: Vice President

AMERICAN GENERAL MORTGAGE COMPANY


BY: 

Name: Don R. Clapsaddle
Title: Vice President

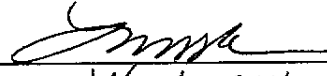
HICKORY DOWNS DEVELOPMENT, INC.

BY: 
Name: W. LARRY MASK
Title: PRESIDENT

ONTARIO VINEYARD CORPORATION

BY: 
Name: W. LARRY MASK
Title: PRESIDENT

PEBBLE CREEK COUNTRY CLUB CORPORATION

BY: 
Name: W. LARRY MASK
Title: 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
American General Mortgage Company	Delaware
Pebble Creek Country Club Corporation	Florida
Ontario Vineyard Corporation	Delaware
Hickory Downs Development, Inc.	Delaware

The above-mentioned American General Realty Investment Corporation (AGRI) is to be the surviving corporation in the merger. The other companies listed above are wholly-owned subsidiaries of AGRI and are hereinafter sometimes referred to collectively as the "Merged Companies." AGRI and the Merged Companies are hereinafter sometimes referred to collectively as the "Constituent Corporations".

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 ~~January 2, 1998~~ (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 AGRI 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 each of the Constituent Corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of AGRI, 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 the respective Merged Companies, 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 AGRI, 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 AGRI 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 AGRI on the Effective Date. The directors and officers of the respective Merged Companies shall be deemed to have resigned as of the Effective Date.

P:\WP\GWS\LAND\PLAN3.GWS