



L00000001699

ACCOUNT NO. : 072100000032

REFERENCE : 669839

AUTHORIZATION :

COST LIMIT : \$ 50.00

FILED
00 APR 21 PM 3:03
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : April 20, 2000

ORDER TIME : 11:43 AM

ORDER NO. : 669839-005

8000003219008--6

CUSTOMER NO: 4812402

CUSTOMER: Merry H. Pieper, Legal Asst
Calfee, Halter & Griswold LLP
1400 McDonald Inv. Cntr.
800 Superior Avenue
Cleveland, OH 44114-2688

ARTICLES OF MERGER

LIGHTWAVE DRIVE, LLC

INTO

ORIX HOGAN-BURT PINELLAS
VENTURE LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

File 18

L00-1699
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 24, 2000

JANNA WILSON
CSC

SUBJECT: LIGHTWAVE DRIVE, L.L.C.
Ref. Number: M00000000559

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00 APR 21 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for LIGHTWAVE DRIVE, L.L.C. and the authorization to debit your account in the amount of \$50.00. However, the document has not been filed and is being returned for the following:

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 200A00022202

*This is the
one I talked to
you about.*

RESUBMIT

Please give original
submission date as file date.

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00 APR 24 PM 3:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

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

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address

Jurisdiction

Entity Type

1. Lightwave Drive, L.L.C.

Delaware

limited liab. co.

c/o Legg Mason Real Estate Services, Inc.

Mellon Bank Center, 12th Floor, 1735 Market

Street, Philadelphia, PA 19103

Florida Document/Registration Number: M00000000559

FEI Number: 31-6159380

2.

Florida Document/Registration Number:

FEI Number:

3.

Florida Document/Registration Number:

FEI Number:

4.

Florida Document/Registration Number:

FEI Number:

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ORIX Hogan-Burt Pinellas Venture L.L.C. c/o ORIX Pinellas, Inc. 100 N. Riverside Plaza, Suite 1400 Chicago, IL 60606	Florida	limited liab. co.
Florida Document/Registration Number: L00000001699		FEI Number: N/A

THIRD: The attached Plan of Merger 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: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, 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: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, 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: If applicable, 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.

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NINTH: The merger shall become effective as of:

. The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

[illegible]

(Attach additional sheet(s) if necessary)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, and made and entered into on the 20th day of April, 2000, by and between **Lightwave Drive, L.L.C.**, a Delaware limited liability company, with its principal offices at c/o Legg Mason Real Estate Services, Inc., Mellon Bank Center, 12th Floor, 1735 Market Street, Philadelphia, PA 19103 ("Lightwave"), and **ORIX Hogan-Burt Pinellas Venture L.L.C.**, a Florida limited liability company, with its principal offices at c/o ORIX Pinellas, Inc., 100 N. Riverside Plaza, Suite 1400, Chicago, IL 60606 ("ORIX"), both of which are sometimes referred to collectively hereinafter as the "Constituent Companies":

WITNESSETH:

WHEREAS, Lightwave owns all the outstanding membership interest in ORIX; and

WHEREAS, PERS Holding Company Limited, L.L.C. ("PERS") owns all the outstanding membership interest in Lightwave; and

WHEREAS, the Constituent Companies have determined that it is no longer desirable to continue the existence of Lightwave as a separate entity.

NOW, THEREFORE, Lightwave and ORIX agree as follows:

1. On the Effective Date (as defined herein), Lightwave shall be and hereby is merged into ORIX (the "Merger"), with ORIX being the surviving limited liability company. All assets (both tangible and intangible) of Lightwave shall thereupon become assets of ORIX and all liabilities (both actual and contingent) of Lightwave shall thereupon become liabilities of ORIX.

2. ORIX shall remain a Florida limited liability company and the Merger shall be effected pursuant to Section 608.438 of the Florida Statutes (1999) and Section 18-209 of the Delaware Limited Liability Company Act.

3. Upon the Merger, all such interests of Lightwave shall be deemed extinguished, and PERS shall be issued all outstanding membership interests in ORIX and become its sole member. The certificate or certificates of Lightwave evidencing any such interests shall be canceled.

4. The management of ORIX is to be vested in the following manager:

Richard K. Layman
c/o Legg Mason Real Estate Services, Inc.
Mellon Bank Center, 12th Floor
1735 Market Street
Philadelphia, PA 19103

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Kathleen M. Hands
c/o Legg Mason Real Estate Services, Inc.
Mellon Bank Center, 12th Floor
1735 Market Street
Philadelphia, PA 19103

Eugene J. Veneziale
c/o Legg Mason Real Estate Services, Inc.
Mellon Bank Center, 12th Floor
1735 Market Street
Philadelphia, PA 19103

5. The effective date of the Merger shall be the date of filing of the merger (the "Effective Date"). Each of the Constituent Companies hereby agrees to do promptly all such acts and to take promptly all such measures as may be appropriate to enable it to perform as early as practicable the covenants and agreements herein provided to be performed by it.

6. This Agreement and Plan of Merger may be executed in any number of counterparts, each of which shall be deemed an original, but all such counterparts together shall constitute one and the same instrument.

7. The effect of the Merger shall be as set forth herein and as otherwise provided under the applicable provisions of the laws of Florida and Delaware.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each of the Constituent Companies has caused this Agreement and Plan of Merger to be signed by its duly authorized members the day and year first written above.

LIGHTWAVE DRIVE, L.L.C.

By: PERS Holding Company Limited, L.L.C.,
its Member

By: Mary Beth Shanahan
Mary Beth Shanahan, Vice President

ORIX HOGAN-BURT PINELLAS
VENTURE L.L.C.

By: Lightwave Drive, L.L.C., its Member

By: PERS Holding Company Limited,
L.L.C., its Member

By: Mary Beth Shanahan
Mary Beth Shanahan,
Vice President

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00 APR 21 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

LIGHTWAVE DRIVE, L.L.C. a Delaware entity, M00000000559

into

ORIX HOGAN BURT PINELLAS VENTURE L.L.C., a Florida entity
L00000001699

File date: April 21, 2000

Corporate Specialist: Tammi Cline

Account number: 072100000032

Account charged: 50.00