

L86928

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MERGER OR SHARE EXCHANGE

REGENCY REALTY GROUP, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 11, 2000

REGENCY REALTY GROUP, INC.
121 W. FORSYTH STREET
SUITE 200
JACKSONVILLE, FL 32202

SUBJECT: REGENCY REALTY GROUP, INC.
REF: L86928

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Darlene Connell
Corporate Specialist

FAX Aud. #: H00000036160
Letter Number: 700A00038048

ARTICLES OF MERGER
Merger Sheet

MERGING:

PRT DEVELOPMENT CORPORATION, a Delaware corporation not qualified in
Florida

INTO

REGENCY REALTY GROUP, INC., a Florida entity, L86928

File date: July 11, 2000

Corporate Specialist: Karen Gibson

Fax Audit No. H00000036160

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**ARTICLES OF MERGER
OF
PRT DEVELOPMENT CORPORATION
WITH AND INTO
REGENCY REALTY GROUP, INC.**

Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Florida Act") and Title 8, Section 252 of the Delaware General Corporation Law (the "Delaware Code"), the undersigned corporations enter into these Articles of Merger by which PRT Development Corporation, a Delaware corporation ("PRT"), shall be merged with and into Regency Realty Group, Inc., a Florida corporation ("Regency"), and Regency shall be the surviving corporation, in accordance with a Plan and Agreement of Merger (the "Plan"), adopted pursuant to Section 607.1103 of the Florida Act and Section 252 of the Delaware Code, and the undersigned corporations hereby certify as follows:

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

SECOND, the merger shall become effective 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 Sections 607.1101 and 607.1103 of the Act, the Plan was adopted by the board of directors of Regency on September 23, 1998 and by unanimous written consent of the shareholders of Regency dated June 6, 2000. The only voting group of Regency entitled to vote on the adoption of the Plan consists of holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by the group. Pursuant to the provisions of Section 252 of the Delaware Code, the Plan was adopted by the Board of Directors and by the unanimous written consent of the shareholders of PRT on June 6, 2000. The only voting groups of PRT entitled to vote on the adoption of the Plan consists of the holders of Class A Common Stock and Class B Common Stock, each voting separately as a class. The number of votes cast by each such voting group was sufficient for approval by that group.

Signatures appear on following page

Fax Audit No. H00000036160

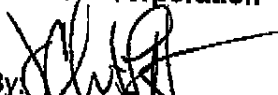
IN WITNESS WHEREOF, these Articles of Merger have been executed by PRT as the merging corporation, and by Regency, as surviving corporation, this 30th day of June, 2000.

PRT DEVELOPMENT CORPORATION,
a Delaware corporation

By: 

J. Christian Leavitt
Its Vice President

REGENCY REALTY GROUP, INC.
a Florida corporation

By: 

J. Christian Leavitt
Its Vice President

Fax Audit No. H00000036160

PLAN OF MERGER

This Plan of Merger (the "Plan") provides for the merger of PRT DEVELOPMENT CORPORATION, a Delaware corporation, ("PRT" or the "Merging Corporation"), with and into REGENCY REALTY GROUP, INC., a Florida corporation (the "Surviving Corporation"), as follows:

1. Merger. The Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease and the Surviving Corporation shall be the surviving corporation.
2. Effective Date. The Merger shall become effective at the close of business on the date on which Articles of Merger are filed with the Florida Department of State and the Delaware Secretary of State ("Effective Date").
3. Cancellation of PRT Stock. Each share of Class A Voting Common Stock of PRT which is issued and outstanding on the Effective Date and each share of Class B Non-voting Common Stock of PRT which is issued and outstanding on the Effective Date shall be cancelled, by virtue of the Merger, automatically, without any action on the part of PRT, the Surviving Corporation, or otherwise.
4. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall continue to be the articles of incorporation of the Surviving Corporation on and after the Effective Date.
5. Effect of Merger. On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger. If at any time after the Effective Date the Surviving Corporation 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 Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

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6. Abandonment. This Plan may be abandoned at any time prior to the Effective Date by either of the Merging Corporations or the Surviving Corporation, without further shareholder action and, if Articles of Merger have been filed with the Department of State of Florida and the Secretary of State of Delaware, by filing a Certificate of Cancellation with such authorities prior to the Effective Date.

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PRT DEVELOPMENT CORPORATION

By: 
Name: J. Christian Leavitt
Title: Vice President

REGENCY REALTY GROUP, INC.

By: 
Name: J. Christian Leavitt
Title: Vice President