

Division of Corporations

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MERGER OR SHARE EXCHANGE

KIMCO TAMPA L.P.

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MERGER OR SHARE EXCHANGE

KIMCO TAMPA L.P.

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ARTICLES OF MERGER
BETWEEN
KIMCO TAMPA, L.P.
AND
INLAND WESTERN WESLEY CHAPEL NORTHWOODS, L.L.C.

A09-155
 M04-5910

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, the domestic limited partnership and the foreign limited liability company herein named do hereby submit the following articles of merger:

A. Annexed to these Articles of Merger as Exhibit A is the Agreement and Plan of Merger (the "Plan of Merger") for merging Kimco Tampa, L.P., a Florida Limited Partnership (the "Merging Partnership") with and into Inland Western Wesley Chapel Northwoods, L.L.C., a Delaware limited liability company (the "Surviving Company").

B. The principal office of the Merging Partnership is 3333 New Hyde Park Road, New Hyde Park, N.Y. 11042.

C. The principal office of the Surviving Company is c/o Inland Retail Real Estate Limited Partnership, 2901 Butterfield Road, Oak Brook, Illinois 60523.

D. The General Partner of the Merging Partnership approved and adopted the Plan of Merger by unanimous written consent on December 6, 2004. The Plan of Merger was also approved in writing by limited partners who own more than a majority of then current interests in the Merging Partnership. The limited partners unanimously waived notice of the meeting of limited partners required under Florida Statutes Section 620.202, and executed unanimous written consents to approval of the Plan of Merger. Accordingly, the Plan of Merger was approved by Kimco Tampa, L.P. in accordance with the applicable provisions of the Limited Partnership Agreement of Kimco Tampa L.P. and Chapter 620, Florida Statutes.

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E. The merger of the Merging Partnership with and into the Surviving Company is permitted by the laws of Delaware, has been authorized in compliance with said laws, and is not prohibited by the Certificate of Formation or the Limited Liability Company Agreement of the Surviving Company. The date of approval and adoption of the Plan of Merger by the Member of the Surviving Company entitled to vote on the Plan of Merger was December 6, 2004.

F. The effective time and date of the Merger shall be 12:01 a.m. on December 7, 2004.

G. The Surviving Company is deemed to have appointed the Florida Secretary of State as its agent for service of process pursuant to Chapter 48, Florida Statutes, in a proceeding to enforce any obligations or the rights of dissenting partners of the Merging Partnership.

H. The Surviving Company has agreed to promptly pay to the dissenting partners of the Merging Partnership the amount, if any, to which they are entitled under Section 620.205, Florida Statutes.

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

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IN WITNESS WHEREOF, the undersigned have executed this document on this ___ day of December, 2004.

KIMCO TAMPA, L.P., a Florida limited partnership

By: Kimco Tampa 470 Inc., its General Partner

By: Ruth Mitteldort
Name: Ruth Mitteldort
Title: VP - Finance

INLAND WESTERN WESLEY CHAPEL, NORTHWOODS L.L.C., a Delaware limited liability company

By: Kimco Tampa 470, Inc, its manager

By: Ruth Mitteldort
Name: Ruth Mitteldort
Title: VP - Finance

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Exhibit A

AGREEMENT AND PLAN OF MERGER

BETWEEN

KIMCO TAMPA, L.P.

AND

INLAND WESTERN WESLEY CHAPEL NORTHWOODS, L.L.C.

AGREEMENT AND PLAN OF MERGER adopted by Kimco Tampa, L.P., a limited partnership organized under the laws of the State of Florida, in accordance with Section 620.201, Fla. Stat., and by Inland Western Wesley Chapel Northwoods, L.L.C., a limited liability company organized under the laws of the State of Delaware, in accordance with §18-209 of the Delaware Limited Liability Company Act.

FIRST: The exact name and jurisdiction of formation or organization of the companies planning to merge are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Kimco Tampa, L.P.	Florida
Inland Western Wesley Chapel Northwoods, L.L.C.	Delaware

SECOND: The name and jurisdiction of the surviving entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Inland Western Wesley Chapel Northwoods, L.L.C.	Delaware

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THIRD: The terms and conditions of the merger are as follows:

A. Kimco Tampa, L.P. (the "Partnership"), pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, and the provisions of the Delaware Limited Liability Company Act, shall be merged with and into Inland Western Wesley Chapel Northwoods, L.L.C. (the "Company"), with the Company being the surviving company upon the effective time and date of the merger. The separate existence of the Partnership, which is sometimes hereinafter referred to as the "non-surviving partnership", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act.

B. At the effective time and date of the merger, the Company shall be responsible and liable for all of the liabilities and obligations of the non-surviving partnership. At the effective time and date of the merger, the Company shall possess all the rights, privileges, immunities, powers, and purposes of the non-surviving partnership; all the property, real and personal of the non-surviving partnership, shall vest in the Company without further act or deed; and the Company shall assume and be liable for all the liabilities, obligations, and penalties of the non-surviving partnership.

C. The Certificate of Formation of the Company will be the Certificate of Formation of the surviving company and shall continue in full force and effect until amended in the manner prescribed by the provisions of the Limited Liability Company Agreement and the law of the jurisdiction of organization of the Company.

D. The Limited Liability Company Agreement of the Company shall be the Limited Liability Company Agreement of the surviving company and shall continue in full force and effect until changed, altered, or amended as provided in such Limited Liability Company

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Agreement and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the Company, except that Kimco Tampa Holding, L.P. shall be admitted as a member of the Company and become its sole member on the Effective Date.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows: At the Effective Date, by virtue of the merger and without any further action on the part of the non-surviving partnership, all interests of the non-surviving partnership immediately prior to the effective time and date of the merger shall be converted into a single membership interest in the Company. The single membership interest in the Company shall be owned by Kimco Tampa Holding, L.P., a Florida limited partnership.

FIFTH: Other provisions relating to the merger.

The effective time and date of the merger shall be 12:01 a.m. on the 7th day of December, 2004 (the "Effective Date").

SIXTH: The name and business address of the manager of the Company are as follows:

<u>Name</u>	<u>Address</u>
Kimco Tampa 470, Inc.	3333 New Hyde Park Road Suite 100 New Hyde Park, FL 33642

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