

P 00000017799

CT CORPORATION

CORPORATION(S) NAME

FILED
02 JAN 31 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Forest City Residential Group, Inc.
merging: F.C. Forest Trace, Inc.

600004851736--S
-02/01/02--01001--002
*****78.75 *****78.75

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Reinstatement
- Annual Report
- Name Registration
- Fictitious Name
- Photocopies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of RA
- UCC
- CUS
- After 4:30
- Pick Up

02 JAN 31 PM 3:4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name _____ 1/31/02 Order#: 5053977
 Availability _____
 Document _____
 Examiner _____ Ref#: _____
 Updater _____
 Verifier _____
 W.P. Verifier _____ Amount: \$ _____

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

1-30-02

C. Coullatte JAN 31 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

F.C. FOREST TRACE, INC., a Florida corporation, P00000017799

INTO

FOREST CITY RESIDENTIAL GROUP, INC., an Ohio entity not qualified in
Florida

File date: January 31, 2002

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Forest City Residential Group, Inc.	Ohio

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
F.C. Forest Trace, Inc.	Florida
_____	_____
_____	_____
_____	_____

FILED
 02 JAN 31 PM 4:12
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR _____ / _____ / _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 1/30/02 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 1/30/2002 and shareholder approval was not required.

(Attach additional sheets if necessary)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>N/A</u>	

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>

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

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance

with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Forest City Residential Group, Inc.	Ohio

The name and jurisdiction of each subsidiary corporation is

<u>Name</u>	<u>Jurisdiction</u>
F.C. Forest Trace, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Inconsideration of the assumption of the Subsidiary's assets and liabilities pursuant to the merger, Parent corporation is redeeming (Parent owns 100% of the outstanding shares) its shares of the subsidiary's stock and the subsidiary is cancelling the same.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: