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CORPORATION(S) NAME

EFFECTIVE DATE
4/30/98

Merger

Hunter's Creek Communications Corporation

merging into:

American General Realty Investment Corporation

- Profit
- NonProfit
- Limited Liability Co.
- Foreign

- Amendment
- Dissolution/Withdrawal

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ARTICLES OF MERGER
Merger Sheet

MERGING:

HUNTER'S CREEK COMMUNICATIONS CORPORATION, a Florida corporation
J34225

into

AMERICAN GENERAL REALTY INVESTMENT CORPORATION, a Texas
corporation P15089

File date: April 29, 1998 , effective April 30, 1998

Corporate Specialist: Annette Hogan

EFFECTIVE DATE

4/30/98

ARTICLES OF MERGER

State of Florida

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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"). Hunter's Creek Communications Corporation is a wholly-owned subsidiary of the parent corporation (the "subsidiary company"). Pursuant to the merger, the subsidiary company will be merged with and into the parent company and the parent corporation will be the surviving corporation.

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 April 27, 1998.

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 April 30, 1998.

Signed this 27 day of April, 1998.

AMERICAN GENERAL REALTY INVESTMENT CORPORATION

BY: _____

Name:

W. Larry Mask

Title:

Vice President

HUNTER'S CREEK COMMUNICATIONS 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
Hunter's Creek Communications Corporation	Florida

The above-mentioned American General Realty Investment Corporation (AGRI) is to be the surviving corporation in the merger. The other company listed above is a wholly-owned subsidiary of AGRI and is hereinafter sometimes referred to as the "Merged Company." AGRI and the Merged Company 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 April 30, 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 Merged Company, 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 Merged Company shall be deemed to have resigned as of the Effective Date.