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P19599

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HC Pembroke Square Mall Investment Co.

() Profit
() NonProfit
() Amendment
(X) Merger

() Foreign
() Dissolution/Withdrawal
() Limited Liability Company

() Limited Partnership
() Reinstatement
()Fictitious Name
() Annual Report
()Name Registration
()UCC-1 Financing Statement
() Other
() Change of R.A.
() UCC-3 Filing

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12/28

Merger

Hope

Attention:
Thelma
Louis

CR2E031 (1-89)

DEC 2 8 1998 Please Backdate.

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA BUILDER APPLIANCES, INC., a Florida corporation, 475382.

into

HO PEMBROKE SQUARE MALL INVESTMENT CO. which changed its name to FLORIDA BUILDER APPLIANCES, INC., a Delaware corporation P19599

File date: December 24, 1998

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.

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TALLAHASSEE, FLORIDA

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

Name	Jurisdiction
HO Pembroke Square Mall Investment Co.	Delaware

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

Name	Jurisdiction
Florida Builder Appliances, Inc.	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

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on December 23, 1998.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on December 23, 1998.

Seventh: <u>SIGNATURES FOR EACH CORPORATION</u>

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
Florida Builder Appliances, Inc.	Heidi Heifetz	**Heidi Heifetz, Assistant Secretary**
HO Pembroke Square Mall Investment Co.	Victoria S. Berghel	**Victoria S. Berghel, Secretary**

PLAN OF MERGER

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:

Name	Jurisdiction
HO Pembroke Square Mall Investment Co.	Delaware

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

Name	Jurisdiction
Florida Builder Appliances, Inc.	Florida

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

Florida Builder Appliances, Inc., a Florida corporation, and its sole shareholder, FBA Holdings Inc., and HO Pembroke Square Mall Investment Co., a Delaware corporation, and its sole shareholder, Sears Development Co., have agreed to a merger (the "Plan of Merger") whereby Florida Builder Appliances, Inc. will be merged with and into HO Pembroke Square Mall Investment Co. HO Pembroke Square Mall Investment Co. is the surviving corporation and Florida Builder Appliances, Inc. is the disappearing corporation as it will merge into HO Pembroke Square Mall Investment Co. After the merger, HO Pembroke Square Mall Investment Co. will change its name to Florida Builder Appliances, Inc. The sole shareholder of HO Pembroke Square Mall Investment Co. will receive all of the outstanding shares of Florida Builder Appliances, Inc. and will remain the sole shareholder of the surviving corporation.

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:

All of the shares of Florida Builder Appliances, Inc. will be surrendered to Sears Development Co., the sole shareholder of HO Pembroke Square Mall Investment Co., and all shares so acquired shall be extinguished at the effective time of the merger.