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P19599

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CORPORATION(S) NAME

Articles of Correction

Florida Builder Appliances, Inc.

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

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

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

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ARTICLES OF CORRECTION

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The following articles of correction are submitted in accordance with the Florida Business Corporation Act pursuant to Section 607.0214.

First: The document to be corrected (Document Number P19599, filed with the Florida Department of State on December 24, 1998) is attached hereto.

Second: Paragraphs Third and Fourth of the Plan of Merger attached to the Articles of Merger were defective in that they did not reflect the consideration being received by the sole shareholder of Florida Builder Appliances, Inc., the merging corporation, in the merger or the manner in which shares of each constituent corporation were being converted into shares of the surviving corporation. To remedy these deficiencies and clarify the Articles of Merger and Plan of Merger, the Plan of Merger is hereby corrected as follows:

The last sentence of the Third paragraph of the previously filed "Plan of Merger" read as follows:

> 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.

This statement was incorrect and is hereby deleted in its entirety.

The Fourth paragraph in the previously filed "Plan of Merger" is hereby amended and restated in its entirety to read as follows:

> At the effective time of the merger (the "Effective Time") each share of common stock of Florida Builder Appliances, Inc. issued and outstanding prior to the Effective Time shall, by virtue of the merger and without any further action, cease to be outstanding and shall become and be converted into the right to receive 1.9 shares of common stock of the surviving corporation. At the Effective Time each share of common stock of HO Pembroke Square Mall Investment Co. issued and outstanding prior to the Effective Time shall continue to be outstanding as one share of common stock of the surviving corporation.

Third: An Amended and Restated Plan of Merger incorporating the above changes has been attached hereto for further reference. It replaces in its entirety the previous "Plan of Merger" attached to the Articles of Merger.

Fourth: SIGNATURES FOR EACH CORPORATION

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

AMENDED AND RESTATED PLAN OF MERGER

The following amended and restated 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.

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:

At the effective time of the merger (the "Effective Time") each share of common stock of Florida Builder Appliances, Inc. issued and outstanding prior to the Effective Time shall, by virtue of the merger and without any further action, cease to be outstanding and shall become and be converted into the right to receive 1.9 shares of common stock of the surviving corporation. At the Effective Time each share of common stock of HO Pembroke Square Mall Investment Co. issued and outstanding prior to the Effective Time shall continue to be outstanding as one share of common stock of the surviving corporation.

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 28, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

Re: Document Number P19599

The Articles of Merger for HO PEMBROKE SQUARE MALL INVESTMENT CO. which changed its name to FLORIDA BUILDER APPLIANCES, INC., the surviving Delaware corporation, were filed on December 24, 1998.

Should you have any questions regarding this matter, please feel free to telephone (850) 487-6050, the Amendment Filing Section.

Thelma Lewis
Corporate Specialist Supervisor
Division of Corporations

Letter Number: 698A00060578

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:

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

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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: SIGNATURES FOR EACH CORPORATION

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.