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MERGER OR SHARE EXCHANGE

REGENCY REALTY CORPORATION  
SECRETARY OF STATE  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

REGENCY RETAIL CENTERS OF OHIO, INC., an Ohio corporation not qualified  
to transact business in the State of Florida

INTO

**REGENCY REALTY CORPORATION**, a Florida corporation, P93000047823

File date: December 29, 1998

Corporate Specialist: Darlene Connell

Fax Audit No. H98000024243

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**ARTICLES OF MERGER  
OF  
REGENCY RETAIL CENTERS OF OHIO, INC.  
WITH AND INTO  
REGENCY REALTY CORPORATION**

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "Florida Act"), the undersigned corporations enter into these Articles of Merger by which Regency Retail Centers of Ohio, Inc., an Ohio corporation shall be merged with and into Regency Realty Corporation, a Florida corporation, and Regency Realty Corporation shall be the surviving corporation, in accordance with an Agreement and Plan of Merger (the "Plan"), adopted pursuant to Section 607.1104 of the Act and Section 1701.80 of the Ohio General Corporation Law (the "Ohio Act"). The undersigned corporations hereby certify as follows:

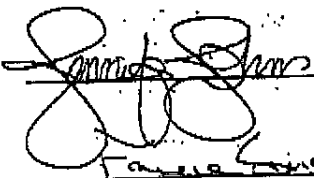
FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the merger shall become effective at the close of business on the date on which these Articles of Merger are filed with the Department of State of Florida and a Certificate of Merger is filed with the Secretary of State of Ohio.

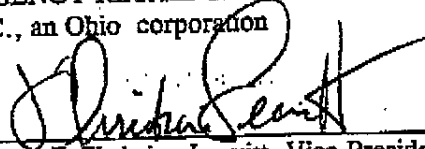
THIRD, pursuant to Section 607.1104 of the Florida Act and Section 1701.80 of the Ohio Act, the Plan was adopted the Board of Directors of Regency Realty Corporation, the sole shareholder of Regency Retail Centers of Ohio, Inc., on December 15, 1998. Approval by shareholders of Regency Realty Corporation was not required.

IN WITNESS WHEREOF, these Articles of Merger have been executed by Regency Retail Centers of Ohio, Inc., as the merging corporation, and by Regency Realty Corporation, as the surviving corporation, this 28th day of December, 1998.

WITNESSES

  
\_\_\_\_\_

REGENCY RETAIL CENTERS OF OHIO,  
INC., an Ohio corporation

By:   
\_\_\_\_\_  
J. Christian Leavitt, Vice President  
121 West Forsyth Street, Suite 200  
Jacksonville, Florida 32202

Prepared by: Linda Y. Kelso (FL Bar No. 298662)

Foley & Lardner

P.O. Box 240

Jacksonville, FL 32202

Telephone No. (904)359-2000

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REGENCY REALTY CORPORATION., a  
Florida corporation

[Signature]  
[Signature]

By: [Signature]  
J. Christian Leavitt, Vice President  
121 West Forsyth Street, Suite 200  
Jacksonville, Florida 32202

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 28th day of December, 1998, by J. Christian Leavitt, Vice President of Regency Retail Centers of Ohio, Inc. Such person did take an oath and: *(notary must check applicable box)*

- is/are personally known to me.
- produced a current Florida driver's license as identification.
- produced \_\_\_\_\_ as identification.

[Signature]  
Signature of Notary

{Notary Seal must be affixed}

JENNIFER M. JOHNS  
Notary Public, State of Florida  
My Comm. expires Aug. 24, 2002  
Comm. No. 00770017

Jennifer M. Johns  
Name of Notary (Typed, Printed or Stamped)  
Commission Number (if not legible on seal): \_\_\_\_\_  
My Commission Expires (if not legible on seal): \_\_\_\_\_

Fax Audit No. H98000024243

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 28th day of December, 1998, by J. Christian Leavitt, Vice President of Regency Realty Corporation. Such person did take an oath and: (notary must check applicable box)

- is/are personally known to me.
- produced a current Florida driver's license as identification.
- produced \_\_\_\_\_ as identification.

Jennifer M. Johns  
Signature of Notary

{Notary Seal must be affixed}

JENNIFER M. JOHNS  
Notary Public, State of Florida  
My Comm. expires Aug. 24, 2002  
Comm. No. CS 770017

Jennifer M. Johns  
Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): \_\_\_\_\_

My Commission Expires (if not legible on seal): \_\_\_\_\_

(The notary must take an oath before performing notary duties. The oath is taken at the time of the notary's commission expiration.)

- is/are personally known to me.
- produced a current Florida driver's license as identification.
- produced \_\_\_\_\_ as identification.

\_\_\_\_\_  
Signature of Notary

\_\_\_\_\_  
Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): \_\_\_\_\_

My Commission Expires (if not legible on seal): \_\_\_\_\_

Fax Audit No. H98000024243

### AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan") provides for the merger of **REGENCY RETAIL CENTERS OF OHIO, INC.**, an Ohio corporation, with and into **REGENCY REALTY CORPORATION**, a Florida corporation as follows:

1. **Merger of Subsidiary into Parent.** Regency Retail Centers of Ohio, Inc. (the "Merging Corporation") is a wholly owned subsidiary of Regency Realty Corporation (the "Surviving Corporation"). The Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease and the Surviving Corporation shall be the surviving corporation.

2. **Effective Date.** The Merger shall become effective at the close of business on the date on which Articles of Merger are filed with the Florida Department of State and a Certificate of Merger is filed with the Ohio Secretary of State (the "Effective Date").

3. **Cancellation of Merging Corporation Stock.** The Merging Corporation has outstanding 1,000 shares of common stock, par value \$.01 per share, all of which are owned by the Surviving Corporation. Each share of common stock of the Merging Corporation which is issued and outstanding on the Effective Date shall be deemed retired and canceled by virtue of the Merger, automatically, without any action on the part of the Merging Corporation or otherwise.

4. **Effect of Merger.** On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, including but not limited to the obligations of the Merging Corporation as general partner of Hyde Park Partners, L.P., and neither the rights of creditors nor any liens on the property of the Merging Corporations shall be impaired by the Merger. If at any time after the Effective Date the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

5. **Waiver of Notice.** The Parent, being the sole shareholder of both of the Merging Corporation, by execution of the Articles of Merger and Certificate of Merger waives the notice requirements of Section 607.1104 of the Florida Business Corporation Act and Section 1701.80 of the Ohio General Corporation Law.

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