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CT CORPORATION SYSTEM

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CORPORATION(S) NAME

East Group Tallahassee, Inc

98 MAY 29 PM 3:13Z  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION**

*Pursuant to section 607.1403, Florida Statutes, this corporation submits the following articles of dissolution:*

**FIRST:** The name of the corporation is: EastGroup Tallahassee, Inc.

**SECOND:** The date dissolution was authorized: April 26, 1998

**THIRD:** Adoption of Dissolution (check one)


Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

*[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

"The number of votes cast for dissolution was sufficient for approval by \_\_\_\_\_ ."]  
(voting group)

Signed this 26th day of April, 19 98.

Signature   
(By the Chairman or Vice Chairman of the Board,  
President, or other officer)

David H. Hoster II  
(Typed or printed name)

President  
(Title)

**UNANIMOUS WRITTEN CONSENT**

**OF THE**

**DIRECTORS AND  
SOLE SHAREHOLDER**

**OF**

**EASTGROUP TALLAHASSEE, INC.**

The following action required or permitted to be taken at a meeting of directors and shareholders is hereby taken on the unanimous written consent of the directors and the sole shareholder of EastGroup Tallahassee, Inc. (the "Corporation") pursuant to the provisions of the Florida General Corporation Act.

The dissolution and liquidation of the Corporation is approved by adoption of the following resolutions which constitute the Corporation's plan of complete liquidation:

RESOLVED, that in the judgment of the directors and sole shareholder of the Corporation it is deemed advisable that the Corporation should be liquidated and dissolved; and it is further

RESOLVED, that the following plan of liquidation is hereby formulated to effect such complete liquidation and dissolution; and it is further

RESOLVED, that the appropriate officers of the Corporation are hereby authorized to collect any outstanding obligations to the Corporation, to sell its assets, and thereafter distribute its net assets in full payment in exchange for its outstanding shares; and it is further

RESOLVED, that the appropriate officers of the Corporation execute and cause to be filed a Certificate of Dissolution pursuant to Section 607.254 of the Florida General Corporation Act with the Secretary of State of the State of Florida; and it is further

RESOLVED, that the officers of the Corporation are hereby authorized to take all such action as they may deem necessary and proper in order to effect the complete liquidation and dissolution of the Corporation in accordance with this plan of liquidation and dissolution; and it is further

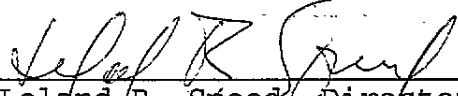
IN WITNESS WHEREOF, the directors and shareholders of the Corporation have executed this Consent on 26th day of

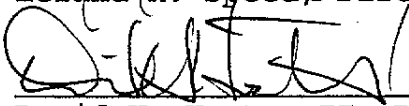
April 1998.

EastGroup Properties, Inc.,  
Sole Shareholder

By: 

\_\_\_\_\_  
David H. Hoster II, President

  
\_\_\_\_\_  
Leland R. Speed, Director

  
\_\_\_\_\_  
David H. Hoster II, Director

  
\_\_\_\_\_  
N. Keith McKey, Director