

P99000048455

(Requestor's Name)

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(Business Entity Name)

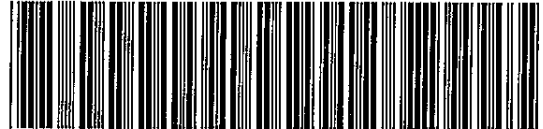
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 733057 7375564  
AUTHORIZATION : *Carina Dunlap*  
COST LIMIT : \$ 1468.75

FILED  
05 DEC - 1 PM 4:31  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : December 1, 2005  
ORDER TIME : 1:11 PM  
ORDER NO. : 733057-010  
CUSTOMER NO: 7375564

*\*please file 2nd\**

ARTICLES OF MERGER

EQUITY ONE (YOUNG CIRCLE), INC  
ET AL

INTO

EQUITY ONE (FLORIDA PORTFOLIO)  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER  
OF  
THE ENTITIES LISTED ON THE ATTACHED SCHEDULE I  
WITH AND INTO  
EQUITY ONE (FLORIDA PORTFOLIO), INC.**

**FILED**  
05 DEC -1 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101, 607.1107, 617.1108 and 608.438 of the Florida Statutes, the entities listed on the attached Schedule I (collectively, the "Constituent Companies") and Equity One (Florida Portfolio) Inc., a Florida corporation (Document Number P99000048455) (the "Survivor"), adopt the following Articles of Merger for the purpose of merging the Constituent Companies with and into the Survivor.

**FIRST:** The Plan of Merger is attached hereto as Schedule II. The Plan of Merger meets the requirements of Sections 607.1101, 607.1108 and 608.438 of the Florida Statutes and was approved by each corporation and limited liability company that is a party to the merger in accordance with Sections 607 and 608 of the Florida Statutes.

**SECOND:** The Plan of Merger was adopted by the Board of Directors, the shareholders and the members, as applicable, of each the Constituent Companies and the Survivor by unanimous written consents each dated as of December 1, 2005.

**THIRD:** The merger is not prohibited by the Articles of Incorporation, Bylaws, Articles of Organization or Operating Agreement, as applicable of any company that is a party to the merger.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 1<sup>ST</sup> December, 2005.

EQUITY ONE (FLORIDA PROTFOLIO) INC.  
EQUITY ONE (YOUNG CIRCLE) INC.  
CENTREFUND ACQUISITION CORP.  
EQUITY ONE (147) INC.  
EQUITY ONE (ALPHA) CORP.  
EQUITY ONE (ATLANTIC VILLAGE) INC.  
EQUITY ONE (BEAUCLERC) INC.  
EQUITY ONE (BETA) INC.  
EQUITY ONE (CLEMATIS) LLC.  
EQUITY ONE (CORAL WAY) INC.  
EQUITY ONE (EL NOVILLO) INC.  
EQUITY ONE (EUSTIS SQUARE) INC.  
EQUITY ONE (FOREST EDGE) INC.  
EQUITY ONE (FOREST VILLAGE PHASE II) INC.  
EQUITY ONE (GAMMA) INC.  
EQUITY ONE (HOMESTEAD LAND) INC.  
EQUITY ONE (HUNTER'S CREEK) INC.  
EQUITY ONE (LOSCO) INC.  
EQUITY ONE (MANDARIN) INC.  
EQUITY ONE (MEDICAL & MERCHANTS) LLC  
EQUITY ONE (MIDDLE BEACH) INC.  
EQUITY ONE (MONUMENT) INC.  
EQUITY ONE (OAK HILL) INC.  
EQUITY ONE (OLIVE) INC.  
EQUITY ONE (PAVILION) INC.  
EQUITY ONE (SHERIDAN PLAZA) LLC  
EQUITY ONE (VENICE) INC.  
EQUITY ONE (WATERSTONE) INC.  
EQUITY ONE (WEST LAKE) INC.  
EQUITY ONE CONSTRUCTION INC.  
EQUITY TEXAS PROPERTIES LLC  
FLORIDA DEL REY HOLDINGS II, INC.  
LEESBURG DRUGSTORE, LLC  
MARINER OUTPARCEL, INC.

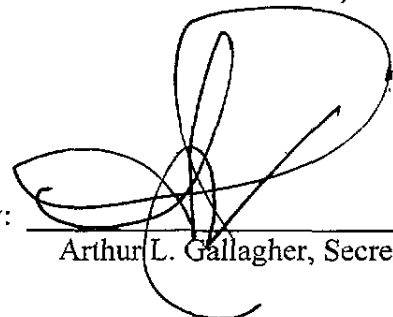
By: 

Arthur L. Gallagher, Secretary

OAKBROOK SQUARE SHOPPING CENTER CORP.  
PSL DEVELOPMENTS, INC.  
RYANWOOD SHOPPING CENTER, L.L.C.  
SALERNO VILLAGE SHOPPING CENTER, L.L.C.  
SHOPPES AT WESTBURY SHOPPING CENTER, INC.  
ST. CHARLES OUTPARCEL, INC.  
~~THE HARBOR~~ CENTER, INC  
EQUITY (LANDING) INC.  
EQUITY ONE (LANTANA) INC.  
WICKHAM DRUGSTORE, LLC

HARBOUR

By:

A large, stylized handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke at the bottom.

Arthur L. Gallagher, Secretary

# SCHEDULE I

NAME OF ENTITY		JURISDICTION
Equity One (Young Circle) Inc.	P04000052150	Florida
Centrefund Acquisition Corp.	P96000083839	Florida
Equity One (147) Inc.	P99000055914	Florida
Equity One (Alpha) Corp.	P92000009952	Florida
Equity One (Atlantic Village) Inc.	P940000076146	Florida
Equity One (Beauclerc) Inc.	P980000037321	Florida
Equity One (Beta) Inc.	P930000039575	Florida
Equity One (Clematis) LLC *	1000000014881	Florida
Equity One (Coral Way) Inc.	P970000041964	Florida
Equity One (El Novillo) Inc.	P980000038412	Florida
Equity One (Eustis Square ) Inc.	P930000067773	Florida
Equity One (Forest Edge) Inc.	P960000103383	Florida
Equity One (Forest Village Phase II) Inc.	P010000023746	Florida
Equity One (Gamma) Inc.	P930000039148	Florida
Equity One (Homestead Land) Inc	P040000052161	Florida
Equity One (Hunter's Creek) Inc.	P030000075558	Florida
Equity One (Losco) Inc.	P990000044927	Florida
Equity One (Mandarin) Inc.	P940000013253	Florida
Equity One (Medical & Merchants) LLC	1030000047410	Florida
Equity One (Middle Beach) Inc.	P030000149755	Florida
Equity One (Monument) Inc.	P960000087645	Florida
Equity One (Oak Hill) Inc.	P950000076567	Florida
Equity One (Olive) Inc.	P950000091020	Florida
Equity One (Pavilion) Inc.	P040000012957	Florida
Equity One (Sheridan Plaza) LLC *	1030000025100	Florida
Equity One (Venice) Inc.	P030000072624	Florida
Equity One (Waterstone) Inc.	P020000052680	Florida
Equity One (West Lake) Inc.	P960000083977	Florida
Equity One Construction, Inc.	P000000113493	Florida
Equity Texas Properties LLC *	1020000016601	Florida
Florida Del Rey Holdings II, Inc.	V55541	Florida
Leesburg DrugStore, LLC *	1020000003833	Florida
Mariner Outparcel, Inc.	P010000086881	Florida
Oakbrook Square Shopping Center Corp.	P960000099169	Florida
PSL Developments, Inc:	P980000049307	Florida
Ryanwood Shopping Center, L.L.C. *	1010000018531	Florida
Salerno Village Shopping Center, LLC *	1020000011068	Florida
Shoppes at Westbury Shopping Center, Inc.	P980000014168	Florida
St. Charles Outparcel, Inc.	P010000103991	Florida
Wickham DrugStore, LLC *	1020000003834	Florida

Equity One (Lantana) Inc.	P970000195403	Florida
Equity (Landing) Inc.	F00000000909	Texas
The Harbor Center, Inc.	V60679	Florida

Harbour

**SCHEDULE II**



## **AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**, dated as of December 1, 2005, between the entities listed on the attached Schedule I (the "Constituent Companies") and Equity One (Florida Portfolio) Inc., a Florida corporation ("EOFP" or the "Surviving Corporation").

The Constituent Companies and EOFP desire to effect the statutory merger of the Constituent Companies with and into EOFP, with EOFP to survive such merger.

1. **Constituent Companies.** The Constituent Companies and EOFP shall be parties to the merger (the "Merger") of the Constituent Companies with and into EOFP.

2. **Terms and Conditions of Merger.** The Constituent Companies shall, pursuant to the provisions of the Florida Statutes, be merged with and into EOFP, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the merger, as set forth in paragraph 7 (the "Effective Date"), the existence of the Constituent Companies shall cease. On the Effective Date, EOFP shall assume the obligations of the Constituents Companies.

3. **Conversion of Shares and Membership Interests.** Upon the Effective Date, the Membership Interests and the Common Stock of the Constituent Companies, as applicable, presently issued and outstanding shall be retired. Upon the Effective Date, each share of capital stock of EOFP that is issued and outstanding immediately prior to the Effective Date shall continue to be outstanding at and after the Effective Date as shares of the Surviving Corporation.

4. **Articles of Incorporation.** The Articles of Incorporation of EOFP as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect, until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. **Bylaws.** The Bylaws of EOFP as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect, until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of the EOFP in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of who shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date on which the Articles of Merger have been filed with the Secretary of State of the State of Florida.

8. **Amendment and Plan of Merger.** The Board of Directors and the Managers of each of the Constituent Companies and EOFP, as applicable, are authorized to amend this Plan of Merger at any time prior to the Effective Date.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of the 1st day of December, 2005.

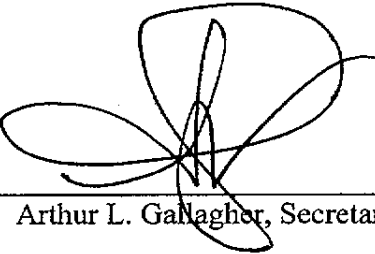
EQUITY ONE (FLORIDA PROTFOLIO) INC.  
EQUITY ONE (YOUNG CIRCLE) INC.  
CENTREFUND ACQUISITION CORP.  
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EQUITY ONE (MEDICAL & MERCHANTS) LLC  
EQUITY ONE (MIDDLE BEACH) INC.  
EQUITY ONE (MONUMENT) INC.  
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EQUITY ONE (OLIVE) INC.  
EQUITY ONE (PAVILION) INC.  
EQUITY ONE (SHERIDAN PLAZA) LLC  
EQUITY ONE (VENICE) INC.  
EQUITY ONE (WATERSTONE) INC.  
EQUITY ONE (WEST LAKE) INC.  
EQUITY ONE CONSTRUCTION INC.  
EQUITY TEXAS PROPERTIES LLC  
FLORIDA DEL REY HOLDINGS II, INC.  
LEESBURG DRUGSTORE, LLC  
MARINER OUTPARCEL, INC.

By: 

Arthur L. Gallagher, Secretary

OAKBROOK SQUARE SHOPPING CENTER CORP.  
PSL DEVELOPMENTS, INC.  
RYANWOOD SHOPPING CENTER, L.L.C.  
SALERNO VILLAGE SHOPPING CENTER, L.L.C.  
SHOPPES AT WESTBURY SHOPPING CENTER, INC.  
ST. CHARLES OUTPARCEL, INC.  
HARBOR ~~THE HARBOR~~ CENTER, INC  
EQUITY (LANDING) INC.  
EQUITY ONE (LANTANA) INC.  
WICKHAM DRUGSTORE, LLC

By: \_\_\_\_\_

A handwritten signature in black ink, appearing to be 'Arthur L. Gallagher', written over a horizontal line.

Arthur L. Gallagher, Secretary

## SCHEDULE I

NAME OF ENTITY	JURISDICTION
Equity One (Young Circle) Inc.	Florida
Centrefund Acquisition Corp.	Florida
Equity One (147) Inc.	Florida
Equity One (Alpha) Corp.	Florida
Equity One (Atlantic Village) Inc.	Florida
Equity One (Beauclerc) Inc.	Florida
Equity One (Beta) Inc.	Florida
Equity One (Clematis) LLC	Florida
Equity One (Coral Way) Inc.	Florida
Equity One (El Novillo) Inc.	Florida
Equity One (Eustis Square ) Inc.	Florida
Equity One (Forest Edge) Inc.	Florida
Equity One (Forest Village Phase II) Inc.	Florida
Equity One (Gamma) Inc.	Florida
Equity One (Homestead Land) Inc	Florida
Equity One (Hunter's Creek) Inc.	Florida
Equity One (Losco) Inc.	Florida
Equity One (Mandarin) Inc.	Florida
Equity One (Medical & Merchants) LLC	Florida
Equity One (Middle Beach) Inc.	Florida
Equity One (Monument) Inc.	Florida
Equity One (Oak Hill) Inc.	Florida
Equity One (Olive) Inc.	Florida
Equity One (Pavilion) Inc.	Florida
Equity One (Sheridan Plaza) LLC	Florida
Equity One (Venice) Inc.	Florida
Equity One (Waterstone) Inc.	Florida
Equity One (West Lake) Inc.	Florida
Equity One Construction, Inc.	Florida
Equity Texas Properties LLC	Florida
Florida Del Rey Holdings II, Inc.	Florida
Leesburg DrugStore, LLC	Florida
Mariner Outparcel, Inc.	Florida
Oakbrook Square Shopping Center Corp.	Florida
PSL Developments, Inc.	Florida
Ryanwood Shopping Center, L.L.C.	Florida
Salerno Village Shopping Center, LLC	Florida
Shoppes at Westbury Shopping Center, Inc.	Florida
St. Charles Outparcel, Inc.	Florida
Wickham DrugStore, LLC	Florida

Equity One (Lantana) Inc.	Florida
Equity (Landing) Inc.	Texas
The Harbor Center, Inc.	Florida
Harbour	