

December 20, 1999

F26415

Bank of America



Bank of America Corporation
Legal Department
NC1-002-29-01
101 South Tryon Street
Charlotte, NC 28255

Tel 704.386.1621
Fax 704.386.1670
Writer's Direct Dial:
704/386-7483
704/387-0108 (fax)

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed for filing are one original and one copy of Articles of Merger.

544405

Also enclosed is our check in the amount of \$717.50 (19 corporations @ \$35.00 each, and one limited partnership @ \$52.50).

not enclosed

Please return a file-stamped copy of the Articles to my attention in the enclosed Airborne envelope.

If you have any questions, please contact me at 704/386-7483. Thank you for your assistance.

Sincerely,

Brenda J. Mareski
Paralegal

Enclosures

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****717.50 ****665.00

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2/17

ARTICLES OF MERGER
MERGER SHEET

MERGING:

FEDERAL PROPERTIES, I, INC. a non-qualified DC corporation
QUALITY A CORP., a non-qualified DC corporation
ELWIN COMPANY, INC., a non-qualified Delaware corporation
ROOMS-SPRINGFIELD, INC., a non-qualified Delaware corporation
SOUTH POINT SHOPPING CENTER, INC., a non-qualified Delaware corporation
WASHINGTON VIEW, INC., a non-qualified Delaware corporation
200 SERVICE CORPORATION, a Florida corporation #F26415
EXHO PROPERTY, INC., a Florida corporation #S30555
SUNCOAST ADVERTISING COMPANY, INC. a Florida corporation #544405
THE OCMULGEE CORPORATION, a non-qualified Georgia corporation
MULTI STATE PROPERTIES, INC., a non-qualified North Carolina corporation
DEVON A CORP., a non-qualified Virginia corporation
FIRST DEVELOPMENT CORPORATION, a non-qualified Virginia corporation
METROPO M CORP., a non-qualified Virginia corporation
PALISADES A CORP., a non-qualified Virginia corporation
PALISADES A LIMITED PARTNERSHIP, a non-qualified Virginia limited partnership
SEVENTEENTH COMMERCE PROPERTIES CORPORATION, a non-qualified Virginia corporation
SULLY A CORP., a non-qualified Virginia corporation
WOODS M CORP., a non-qualified Virginia corporation

INTO

SUNSET HILL CORPORATION, a Virginia corporation not qualified in Florida

File Date: December 21, 1999
Corporate Specialist: Lee Rivers



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 25, 2000

BRENDA J. MARESKI, PARALEGAL
BANK OF AMERICA - NC1-002-29-01/LEGAL.
101 SOUTH TRYON STREET
CHARLOTTE, NC 28255

SUBJECT: SUNCOAST ADVERTISING COMPANY, INC.
Ref. Number: 544405

We have received your document for SUNCOAST ADVERTISING COMPANY, INC. and your check(s) totaling \$717.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

All Florida entities must be active on our records before they can be parties in a merger. As shown by the attached printout, this Florida corporation is not active and must be reinstated. Attached is a reinstatement application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 600A00003507

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Bank of America



February 10, 2000

Bank of America Corporation
Legal Department
NC1-002-29-01
101 South Tryon Street
Charlotte, NC 28255

Tel 704.386.1621
Fax 704.386.1670
Writer's Direct Dial:
704/386-7483

Mr. Lee Rivers
Document Specialist
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

RE: Suncoast Advertising Company, Inc.
Ref. # 544405

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Mr. Rivers:

In December I submitted a merger for filing with your office. You rejected the merger because one of the merging companies, referenced above, was not in good standing. Even though your letter of 1/25 indicates that you returned the Merger to me, our conversation of last week confirmed that you retained the documents in your office.

Attached hereto is an Application for Reinstatement, and our check in the amount of \$900.00. Please reinstate this company and process the merger.

Per your instruction, I hereby request you give the merger its original filing date in December 1999.

Please return the filed copy of the Merger to my attention in the enclosed Airborne envelope.

If you have any questions, please feel free to contact me at the number above. Thank you for your assistance.

Best regards,


Brenda Mareski, CLA
Paralegal

Attachments

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 607.1109 and 620.203 of the Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and type of entity for each merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Federal Properties I, Inc. C/o South Charles Realty Corp. 10 Light Street, 6 th Floor Baltimore, MD 21202	DC	Corporation
Quality A Corp. C/o South Charles Realty Corp. 10 Light Street, 6 th Floor Baltimore, MD 21202	DC	Corporation
Elwin Company, Inc. C/o South Charles Realty Corp. 10 Light Street, 6 th Floor Baltimore, MD 21202	DE	Corporation
Rooms-Springfield, Inc. C/o South Charles Realty Corp. 10 Light Street, 6 th Floor Baltimore, MD 21202	DE	Corporation
South Point Shopping Center, Inc. C/o South Charles Realty Corp. 10 Light Street, 6 th Floor Baltimore, MD 21202	DE	Corporation
Washington View, Inc. C/o South Charles Realty Corp. 10 Light Street, 6 th Floor Baltimore, MD 21202	DE	Corporation
200 Service Corporation 200 S.E. First Street Miami, FL 33131	FL	Corporation

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 TALLAHASSEE, FLORIDA

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530555
EXHO Property, Inc.
C/o South Charles Realty Corp.
10 Light Street, 6th Floor
Baltimore, MD 21202

FL Corporation

544405
Suncoast Advertising Company, Inc.
240 S. Pineapple Avenue, 11th Floor
Sarasota, FL 34236

FL Corporation

The Ocmulgee Corporation
600 Peachtree Street NC
54th Floor
Atlanta, GA 30399

GA Corporation

Multi-State Properties, Inc.
C/o South Charles Realty Corp.
10 Light Street, 6th Floor
Baltimore, MD 21202

NC Corporation

Devon A Corp.
C/o South Charles Realty Corp.
10 Light Street, 6th Floor
Baltimore, MD 21202

VA Corporation

First Development Corporation
C/o South Charles Realty Corp.
10 Light Street, 6th Floor
Baltimore, MD 21202

VA Corporation

Metropo M Corp.
C/o South Charles Realty Corp.
10 Light Street, 6th Floor
Baltimore, MD 21202

VA Corporation

Palisades A Corp.
C/o South Charles Realty Corp.
10 Light Street, 6th Floor
Baltimore, MD 21202

VA Corporation

Palisades A Limited Partnership
C/o Palisades A. Corp., General Partner
10 Light Street, 6th Floor
Baltimore, MD 21202

VA Corporation

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TALLAHASSEE FLORIDA

SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any limited partnership that is a party to the merger.

EIGHTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

NINTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

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Seventeenth Commerce Properties Corporation
C/o South Charles Realty Corp.
10 Light Street, 6th Floor
Baltimore, MD 21202

VA Corporation

Sully A Corp.
C/o South Charles Realty Corp.
10 Light Street, 6th Floor
Baltimore, MD 21202

VA Corporation

Woods M Corp.
C/o South Charles Realty Corp.
10 Light Street, 6th Floor
Baltimore, MD 21202

VA Corporation

SECOND: The exact name, street address of its principal office, jurisdiction, and type entity for the surviving party is as follows:

Name and Street Address

Jurisdiction

Entity Type

Sunset Hill Corporation
C/o South Charles Realty Corp.
10 Light Street, 6th Floor
Baltimore, MD 21202

Virginia Corporation

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and 620.201, Florida Statutes, and was approved by each domestic corporation and limited partnership that is a party to the merger, in accordance with Chapters 607 and 620, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the other business entities that are parties to the merger, in accordance with the respective laws of all applicable jurisdictions.

FIFTH: Sunset Hill Corporation, a Virginia corporation and the surviving entity herein, appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of each domestic corporation that is a party to the merger.

SIXTH: The merger was approved by the shareholders holding 100% of the outstanding shares of each of the corporations participating in the merger. The merger was approved unanimously by all of the partners of the limited partnership participating in the merger.

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TALLAHASSEE, FLORIDA

TENTH: SIGNATURE(S) FOR EACH PARTY:

These Articles of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Name of Individual</u>
SUNSET HILL CORPORATION	<u>Wayne J. Anderson</u>	Wayne J. Anderson, President
FEDERAL PROPERTIES I, INC.		Edith M. Loughlin, Sr. Vice President
QUALITY A CORP.	<u>Wayne J. Anderson</u>	Wayne J. Anderson, President
ELWIN COMPANY, INC.		Edith M. Loughlin, Sr. Vice President
ROOMS-SPRINGFIELD, INC.	<u>Wayne J. Anderson</u>	Wayne J. Anderson, President
SOUTH POINT SHOPPING CENTER, INC.		Edith M. Loughlin, Sr. Vice President
WASHINGTON VIEW, INC.	<u>Wayne J. Anderson</u>	Wayne J. Anderson, President
200 SERVICE CORPORATION		John E. Mack, President
EXHO PROPERTY, INC.	<u>Wayne J. Anderson</u>	Wayne J. Anderson, President
SUNCOAST ADVERTISING COMPANY, INC.		John E. Mack, President
THE OCMULGEE CORPORATION		John E. Mack, President
MULTI-STATE PROPERTIES, INC	<u>Wayne J. Anderson</u>	Wayne J. Anderson, President
DEVON A CORP.	<u>Wayne J. Anderson</u>	Wayne J. Anderson, President
FIRST DEVELOPMENT CORPORATION	<u>Wayne J. Anderson</u>	Wayne J. Anderson, President
METROPO M CORP.	<u>Wayne J. Anderson</u>	Wayne J. Anderson, President
PALISADES M CORP.	<u>Wayne J. Anderson</u>	Wayne J. Anderson, President
PALISADES A LIMITED PARTNERSHIP	<u>Wayne J. Anderson</u>	Palisades A Corp., General Partner By: Wayne J. Anderson, President
SEVENTEENTH COMMERCE PROPERTIES CORPORATION	<u>Wayne J. Anderson</u>	Wayne J. Anderson, President
SULLY A CORP.	<u>Wayne J. Anderson</u>	Wayne J. Anderson, President
WOODS M CORP.	<u>Wayne J. Anderson</u>	Wayne J. Anderson, President

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TALLAHASSEE, FLORIDA

TENTH: SIGNATURE(S) FOR EACH PARTY:

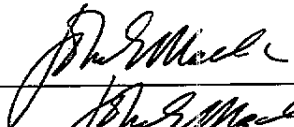
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<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Name of Individual</u>
SUNSET HILL CORPORATION		Wayne J. Anderson, President
FEDERAL PROPERTIES I, INC.	<u>Edith M Loughlin</u>	Edith M. Loughlin, Sr. Vice President
QUALITY A CORP.		Wayne J. Anderson, President
ELWIN COMPANY, INC.	<u>Edith M Loughlin</u>	Edith M. Loughlin, Sr. Vice President
ROOMS-SPRINGFIELD, INC.		Wayne J. Anderson, President
SOUTH POINT SHOPPING CENTER, INC.	<u>Edith M Loughlin</u>	Edith M. Loughlin, Sr. Vice President
WASHINGTON VIEW, INC.		Wayne J. Anderson, President
200 SERVICE CORPORATION		John E. Mack, President
EXHO PROPERTY, INC.		Wayne J. Anderson, President
SUNCOAST ADVERTISING COMPANY, INC.		John E. Mack, President
THE OCMULGEE CORPORATION		John E. Mack, President
MULTI-STATE PROPERTIES, INC		Wayne J. Anderson, President
DEVON A CORP.		Wayne J. Anderson, President
FIRST DEVELOPMENT CORPORATION		Wayne J. Anderson, President
METROPO M CORP.		Wayne J. Anderson, President
PALISADES M CORP.		Wayne J. Anderson, President
PALISADES A LIMITED PARTNERSHIP		Palisades A Corp., General Partner By: Wayne J. Anderson, President
SEVENTEENTH COMMERCE PROPERTIES CORPORATION		Wayne J. Anderson, President
SULLY A CORP.		Wayne J. Anderson, President
WOODS M CORP.		Wayne J. Anderson, President

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SECRETARY OF STATE
ALABAMA

TENTH: SIGNATURE(S) FOR EACH PARTY:

These Articles of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Name of Individual</u>
SUNSET HILL CORPORATION		Wayne J. Anderson, President
FEDERAL PROPERTIES I, INC.		Edith M. Loughlin, Sr. Vice President
QUALITY A CORP.		Wayne J. Anderson, President
ELWIN COMPANY, INC.		Edith M. Loughlin, Sr. Vice President
ROOMS-SPRINGFIELD, INC.		Wayne J. Anderson, President
SOUTH POINT SHOPPING CENTER, INC.		Edith M. Loughlin, Sr. Vice President
WASHINGTON VIEW, INC.		Wayne J. Anderson, President
200 SERVICE CORPORATION		John E. Mack, President
EXHO PROPERTY, INC.		Wayne J. Anderson, President
SUNCOAST ADVERTISING COMPANY, INC.		John E. Mack, President
THE OCMULGEE CORPORATION		John E. Mack, President
MULTI-STATE PROPERTIES, INC.		Wayne J. Anderson, President
DEVON A CORP.		Wayne J. Anderson, President
FIRST DEVELOPMENT CORPORATION		Wayne J. Anderson, President
METROPO M CORP.		Wayne J. Anderson, President
PALISADES M CORP.		Wayne J. Anderson, President
PALISADES A LIMITED PARTNERSHIP		Palisades A Corp., General Partner By: Wayne J. Anderson, President
SEVENTEENTH COMMERCE PROPERTIES CORPORATION		Wayne J. Anderson, President
SULLY A CORP.		Wayne J. Anderson, President
WOODS M CORP.		Wayne J. Anderson, President

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SECRETARY OF STATE
LOUISIANA

EXHIBIT A

PLAN OF MERGER

Merging

**FEDERAL PROPERTIES I, INC.
QUALITY A CORP.
ELWIN COMPANY, INC.
ROOMS-SPRINGFIELD, INC.
SOUTH POINT SHOPPING CENTER, INC.
WASHINGTON VIEW, INC.
200 SERVICE CORPORATION
EXHO PROPERTY, INC.
SUNCOAST ADVERTISING COMPANY, INC.
THE OCMULGEE CORPORATION
MULTI-STATE PROPERTIES, INC.
DEVON A CORP.
FIRST DEVELOPMENT CORPORATION
METROPO M CORP.
PALISADES A CORP.
SEVENTEENTH COMMERCE PROPERTIES CORPORATION
SULLY A CORP. and
WOODS M CORP.**

(Herein referred to as the "Merging Corporations")

and

PALISADES A LIMITED PARTNERSHIP

(Herein referred to as the "Merging Limited Partnership")

Into

Sunset Hill Corporation

Pursuant to this Plan of Merger, the following listed Merging Corporations and Merging Limited Partnership shall be merged ("Merger") with and into Sunset Hill Corporation, a corporation organized and existing under the laws of Virginia:

Corporation

**State of
Incorporation**

Federal Properties I, Inc.
Quality A Corp.
Elwin Company, Inc.
Rooms-Springfield, Inc.
South Point Shopping Center, Inc.
Washington View, Inc.
200 Service Corporation

DC
DC
DE
DE
DE
DE
FL

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EXHO Property, Inc.
 Suncoast Advertising Company, Inc.
 The Ocmulgee Corporation
 Multi-State Properties, Inc.
 Devon A Corp.
 First Development Corporation
 Metropo M Corp.
 Palisades A Corp.
 Palisades A Limited Partnership
 Seventeenth Commerce Properties Corporation
 Sully A Corp.
 Woods M Corp.

FL
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The Merger shall be in accordance with the following terms and conditions:

FIRST: Upon the Merger becoming effective, the Merging Corporations and the Merging Limited Partnership shall be merged with Sunset Hill Corporation, which shall be the surviving corporation.

SECOND: The Articles of Incorporation of Sunset Hill Corporation in effect at the time of the Merger shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.

THIRD: Additional terms and conditions of the Merger are as follows:

(a) The bylaws of Sunset Hill Corporation as they shall exist at the time of the Merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of Sunset Hill Corporation shall continue in office upon and after the time of the Merger.

(c) The Merger shall become effective upon the filing of the Articles of Merger or on such other date and time as the officers of the surviving corporation shall deem appropriate.

FOURTH: The manner of converting the outstanding shares of the capital stock of the constituent corporations is as follows:

(a) Each share of capital stock of Sunset Hill Corporation issued and outstanding at the time of the Merger shall remain issued and outstanding.

(b) Each share of capital stock of the Merging Corporations issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

FIFTH: The manner and basis of converting or exchanging the outstanding partnership interests of the Merging Limited Partnership into stock or other consideration and the manner of dealing with any partnership interest not to be converted or exchanged shall be as follows:

All partnership interests in the Merging Limited Partnership shall be cancelled and no other consideration shall be issued or paid with respect thereto.

SIXTH: The constituents of said Merger intend the merger to qualify under the Internal Revenue Code ("IRC") Section 368(a)(1)(A).

SEVENTH: This Plan of Merger may be terminated and abandoned by action of the Board of Directors of Sunset Hill Corporation at any time prior to the effective date of the certificate of merger. To the extent permitted by applicable law, this Plan of Merger may be amended by action of the Board of Directors of each corporation party to the merger and by appropriate action by the Merging Limited Partnership at any time prior to the filing of the articles of merger.

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TALLAHASSEE FLORIDA