

815809

Palm Beach Mall, Inc.
Requestor's Name

40 The Edward S. DeBartolo Corp

7620 Market St
Address

PO Box 9128

Youngstown, OH 44513-9128
City/State/Zip

Phone #

100002370071--8
-12/12/97--01009--004
****122.50 ****122.50
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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TALLAHASSEE FLORIDA

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DEC 16 1997

VS DEC 1 1997

Merger

Examiner's Initials	
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815809

ARTICLES OF MERGER
Merger Sheet

MERGING:

PALM BEACH MALL, INC., a Florida corporation, 291832

INTO

THE EDWARD J. DEBARTOLO CORPORATION, an Ohio corporation, 815809

File date: December 12, 1997

Corporate Specialist: Velma Shepard

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

OF

PALM BEACH MALL, INC.
A Corporation of the State of Florida

AND

THE EDWARD J. DeBARTOLO CORPORATION
A Corporation of the State of Ohio

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, specifically Section 607.1107, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Palm Beach Mall, Inc. with and into The Edward J. DeBartolo Corporation as approved and adopted by the Board of Directors of Palm Beach Mall, Inc. by unanimous consent, in lieu of a meeting as permitted by Section 607.0821 of the Florida Statutes; and adopted by unanimous consent of the Board of Directors of The Edward J. DeBartolo Corporation in lieu of a meeting, as authorized by Section 1701.54 of the Ohio Revised Code, on November 26, 1997.

2. The merger of Palm Beach Mall, Inc. with and into The Edward J. DeBartolo Corporation is permitted by the laws of the State of Ohio and has been authorized in compliance with said laws. The adoption of the Plan of Merger by the Board of Directors of The Edward J. DeBartolo Corporation was November 26, 1997, as aforesaid.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be on the date of filing with the Department of State, State of Florida.

Executed on November 26, 1997.

PALM BEACH MALL, INC.

By: Lynn E. Davenport
Lynn E. Davenport
Vice President, Treasurer

THE EDWARD J. DEBARTOLO CORPORATION

By: *A. D. Wolfcale*
A. D. Wolfcale
Senior Vice President, General Counsel

STATE OF OHIO)
)
COUNTY OF MAHONING)

The foregoing instrument was acknowledge before me this 26th day of November, 1997, by Lynn E. Davenport, Vice President, Treasurer of Palm Beach Mall, Inc., a Florida corporation, on behalf of the corporation.

Nancy Esparra
Notary Public



NANCY ESPARRA, NOTARY PUBLIC
State of Ohio
My Commission Expires Jan. 3, 1999

STATE OF OHIO)
)
COUNTY OF MAHONING)

The foregoing instrument was acknowledge before me this 26th day of November, 1997, by A.D. Wolfcale, Senior Vice President, General Counsel, of The Edward J. DeBartolo Corporation on behalf of the corporation.

Nancy Esparra
Notary Public



My Commission Expires: _____
NANCY ESPARRA, NOTARY PUBLIC
State of Ohio
My Commission Expires Jan. 3, 1999

PLAN OF MERGER

OF

PALM BEACH MALL, INC.
A Corporation of the State of Florida

AND

THE EDWARD J. DeBARTOLO CORPORATION
A Corporation of the State of Ohio

1. The Edward J. DeBartolo Corporation, which is a business corporation of the State of Ohio and is the parent corporation and the owner of all, which number 500 shares of common stock with no par value, of the authorized, issued and outstanding shares of Palm Beach Mall, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Palm Beach Mall, Inc., into The Edward J. DeBartolo Corporation and pursuant to the provisions of the laws of the jurisdiction of the State of Ohio.
2. The separate existence of Palm Beach, Mall, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and The Edward J. DeBartolo Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization, the State of Ohio.
3. The place in Ohio where the principal office of said surviving corporation is and shall continue to be located at 7620 Market Street, in the Township of Boardman, County of Mahoning 44513; and the registered office of said surviving corporation in the State of Florida is and shall continue to be c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.
4. The Amended Articles of Incorporation of The Edward J. DeBartolo Corporation, filed in the Department of State, Secretary of State, Ohio on June 9, 1989 which remain unchanged to date, are adopted in toto and shall be the articles of incorporation of the surviving corporation on the effective date of this merger.
5. The Restated Code of Regulations of said surviving corporation, adopted June 21, 1994, and which remain unchanged to date, are hereby adopted in toto and shall be the regulations of the surviving corporation on the effective date of this merger.
6. The Board of Directors of the surviving corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

7.. The issued shares of Palm Beach Mall, Inc. shall not be converted in any manner, but each share which is issued immediately prior to the effective time and date of the merger shall be surrendered at the principal offices of The Edward J. DeBartolo Corporation and shall be extinguished.

8. The Board of Directors and the proper officers of The Edward J. DeBartolo Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.