

815809



ACCOUNT NO. : 072100000032
REFERENCE : 942584 4345310
AUTHORIZATION : *Patricia Pizutto*
COST LIMIT : \$ 70.00

ORDER DATE : December 22, 2000
ORDER TIME : 12:22 PM
ORDER NO. : 942584-005
CUSTOMER NO: 4345310
CUSTOMER: Ms. Deborah Zaher
The Edward J. Debartolo
7620 Market Street
Youngstown, OH 445136085

Merger

FILED
00 DEC 26 PM 4: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

100003512921-1

ALTAMONTE, INC.

INTO

THE EDWARD J. DEBARTOLO
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED
00 DEC 26 PM 12: 49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ADR
12/26/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

ALTAMONTE, INC., a Florida corporation 370880

into

THE EDWARD J. DEBARTOLO CORPORATION, an Ohio entity 815809

File date: December 26, 2000

Corporate Specialist: Annette Ramsey

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

OF

ALTAMONTE, INC.

A Corporation of the State of Florida

AND

THE EDWARD J. DeBARTOLO CORPORATION

A Corporation of the State of Ohio

FILED
00 DEC 26 PM 4: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, including without limitation, Section 607.1104, and the provisions of the General Corporation Law of the State of Ohio (the "Law"), including without limitation, Section 1701.80, the undersigned corporations herein named do hereby adopt the following articles of merger.

1. The names of the corporations proposing to merge and the names of the States under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Altamonte, Inc.	Florida
The Edward J. DeBartolo Corporation	Ohio

2. Annexed hereto and made a part hereof is the Plan of Merger for merging Altamonte, Inc., a Florida corporation, and a wholly-owned subsidiary of The Edward J. DeBartolo Corporation with and into its parent, said The Edward J. DeBartolo Corporation, which Plan (a) was adopted by the Board of Directors of The Edward J. DeBartolo Corporation as required by Section 1701.80 of the Law (corresponding to Section 607.1104 of the Florida Statutes) by unanimous written consent in lieu of a meeting on April 3, 2000, as permitted by Section 1701.54 of the Law and (b) the notice thereof by copy of Plan to be delivered by mail to said The Edward J. DeBartolo Corporation, the sole shareholder of all of the outstanding shares of said Altamonte, Inc., pursuant to Section 607.1104 of the Florida Statutes, was waived in writing on April 3, 2000, by said sole shareholder.

3. The merger of Altamonte, Inc., with and into The Edward J. DeBartolo Corporation is permitted under the laws of the State of Ohio and has been authorized in compliance with said laws.

4. The name of the surviving corporation is and shall be The Edward J. DeBartolo Corporation and it shall be governed by the laws of the State of Ohio.

5. All provisions of the laws of the State of Florida and the State of Ohio applicable to the merger have been complied with.

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

Executed on April 3, 2000.

ATTEST:

ALTAMONTE, INC.,
a Florida corporation

By: Nancy Esparra
Nancy Esparra
Its Asst. Sec.

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


THE EDWARD J. DeBARTOLO
CORPORATION, an Ohio corporation

By: Nancy Esparra
Nancy Esparra
Its Asst. Sec.

By: A. D. Wolfcale
A. D. Wolfcale, Senior Vice President

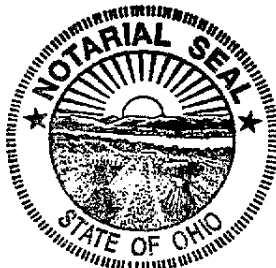
STATE OF OHIO)
) SS
COUNTY OF MAHONING)

The foregoing instrument was acknowledged before me this 3rd day of April, 2000, by Lynn E. Davenport, Vice President, and NANCY ESPARRA, Assistant Secretary, of Altamonte, Inc., a Florida corporation, on behalf of said corporation.


Rosann Yura
ROSANN YURA
Notary Public
In and for the State of Ohio
My Commission Expires
October 29, 2003

STATE OF OHIO)
) SS
COUNTY OF MAHONING)

The foregoing instrument was acknowledged before me this 3rd day of April, 2000, by A. D. Wolfcale, Senior Vice President, and NANCY ESPARRA, Assistant Secretary, of The Edward J. DeBartolo Corporation, an Ohio corporation, on behalf of said corporation.


Rosann Yura
ROSANN YURA
Notary Public
In and for the State of Ohio
My Commission Expires
October 29, 2003

PLAN OF MERGER
OF
ALTAMONTE, INC.
A Corporation of the State of Florida

AND

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

1. Altamonte, Inc., organized under and existing by virtue of the laws of the State of Florida, shall be and hereby is merged into The Edward J. DeBartolo Corporation, organized under and existing by virtue of the laws of the State of Ohio, and said The Edward J. DeBartolo Corporation hereby merges into itself said Altamonte, Inc.

2. The separate existence of Altamonte, Inc. shall cease at the effective time and date of the merger, which shall be at the time and on the date of filing of Articles of Merger with the Office of the Secretary, Department of State, State of Florida, pursuant to the provisions of the Florida Business Corporation Act. The Edward J. DeBartolo Corporation shall be the continuing and surviving corporation (hereinafter referred to as the "surviving corporation") and shall be governed by the General Corporation Law of the State of Ohio.

3. The place in the State of Ohio where the principal office of said surviving corporation is and shall continue to be located at is 7620 Market Street, 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 Articles of Incorporation of said The Edward J. DeBartolo Corporation, filed with the Office of the Secretary of State, State of Ohio, on December 14, 1944 (incorporated as The M. DeBartolo Corporation), as amended by Certificate of Amendment filed with said Secretary on December 31, 1964 (including the name change), and as further amended by Certificates of Amendment filed with said Secretary on June 9, 1989, and on December 15, 1998, respectively, which have remained unchanged from said last date to the date hereof, are hereby adopted in toto and shall be the Articles of Incorporation of the surviving corporation on the effective date of the merger contemplated herein.

5. The Restated Code of Regulations (By-Laws) of said The Edward J. DeBartolo Corporation, adopted June 21, 1994, as may have been further amended from time to time, and as existing on the date hereof shall be the Code of Regulations of said surviving corporation on the effective date of the merger contemplated herein.

6. The Board of Directors of the surviving corporation shall continue in office until the next annual meeting of shareholders and until their successors have been duly elected and qualified.

7. The manner and basis of making distribution to the shareholder of Altamonte, Inc. of shares of said surviving corporation shall be as follows: all of the shares in Altamonte, Inc. shall not be converted in any manner, and each share which is issued immediately prior to the effective date and time of the merger shall be surrendered at the principal office of The Edward J. DeBartolo Corporation and shall be canceled and extinguished.

8. Upon the date the merger contemplated herein becomes effective, the surviving corporation shall be possessed of all assets and property of every description and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority of a public as well as of a private nature of the constituent corporations, all of which shall be vested in the surviving corporation without further act or deed. The surviving corporation shall be liable for all of the obligations of the constituent corporations, including liability to dissenting shareholders, if any. All the rights of creditors of the constituent corporations are preserved unimpaired on only the property affected by such liens immediately prior to the effective date of the merger contemplated herein.

9. Anything herein or elsewhere to the contrary notwithstanding, this Plan of Merger may be abandoned by the surviving corporation by appropriate resolution of its board of directors at any time prior to the filing of the Certificate of Merger with the proper offices of the State of Ohio, and the filing of the Articles of Merger with the proper offices of the State of Florida.

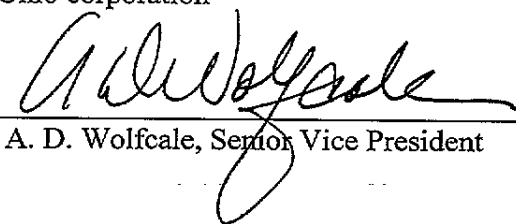
10. The Board of Directors and the proper officers of The Edward J. DeBartolo Corporation, and Altamonte, Inc., respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make execute, deliver, file and/or record any and all instruments, papers, and documents 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.

IN WITNESS WHEREOF, the parties to this Plan of Merger have caused this Plan to be executed by a Vice President of each of the corporations, by the authority of the directors of each corporation, as the respective agreements of each of said corporations, on this 3rd day of April, 2000.

ALTAMONTE, INC.
a Florida corporation

By: 
Lynn E. Davenport, Vice President

THE EDWARD J. DeBARTOLO CORPORATION,
an Ohio corporation

By: 
A. D. Wolfcale, Senior Vice President