

Document Number Only

D95000000018

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

Cty

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

100001675691

-01/02/96--01086--001

****285.00 ****285.00

100001675691

-01/02/96--01086--002

****65.00 ****65.00

350.00

Intershop Real Estate Services Business Trust

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☒ Trust

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS/COYS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

3:00

12/21/95

W95-24833

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

12/21/95
FILED

CR2E031 (1-89)

**AFFIDAVIT TO THE SECRETARY OF STATE OF FLORIDA
TO FILE OR QUALIFY**

INTERSHOP REAL ESTATE SERVICES BUSINESS TRUST

A DELAWARE BUSINESS TRUST

In accordance with Section 609.02 of the Florida Statutes, pertaining to Common Law Declarations of Trust, the undersigned, the Chairman of the Board of Trustees of INTERSHOP REAL ESTATE SERVICES BUSINESS TRUST,
(Name of Trust)

a DELAWARE BUSINESS Trust hereby affirms in order to file or qualify
(State)
INTERSHOP REAL ESTATE SERVICES BUSINESS TRUST, in the State of Florida.
(Name of Trust)

1. Two or more persons are named in the Trust.
2. The principal address is 13455 Noel Road, Suite 1100
Dallas, Texas 75240
3. The registered agent and office in the State of Florida is:
CT CORPORATION SYSTEM; 1200 South Pine Island Road,
Plantation, FL 33324
4. Acceptance by the registered agent: Having been named as registered agent to accept service of process for the above named Declaration of Trust at the place designated in this affidavit, I hereby accept the appointment as registered agent and agree to act in this capacity.

Michael E. Jones, Asst-Secy.
(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of Trust under which the association proposes to conduct its business in Florida.

Heinz Roder
Name: Heinz Roder, Managing Trustee

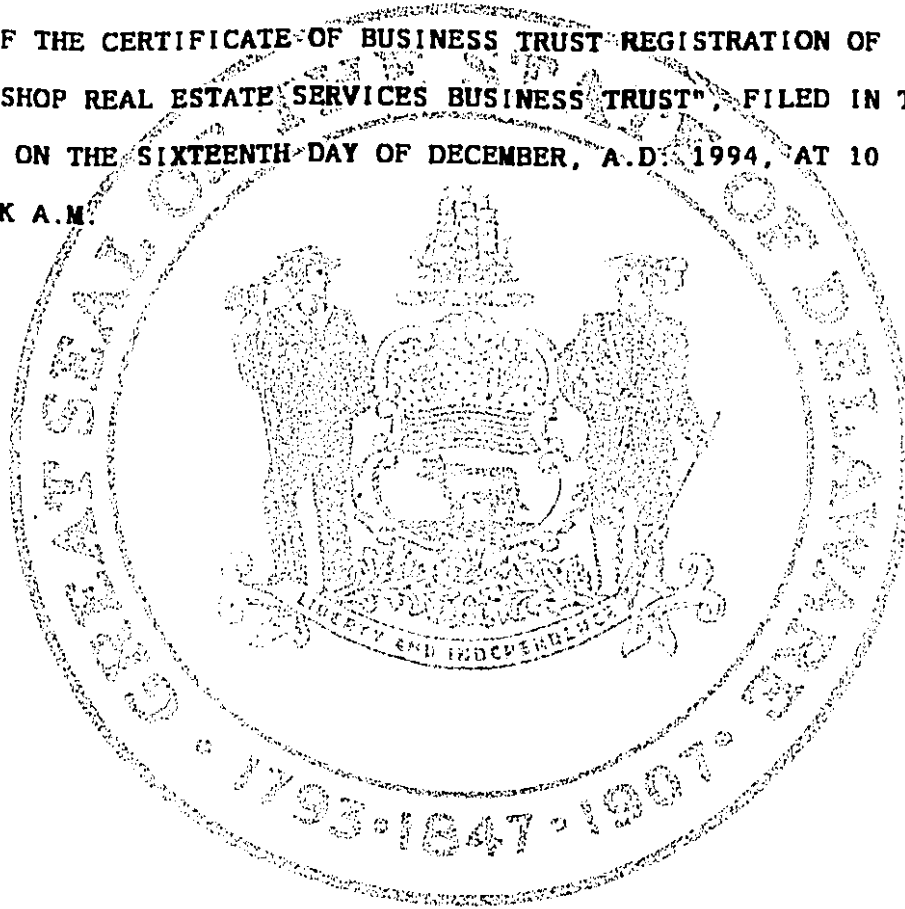
NOTARY

Josef A. Kaufmann
Name: Josef A. Kaufmann, Managing Trustee

FILED
95 DEC 29 PM 3:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF BUSINESS TRUST REGISTRATION OF "INTERSHOP REAL ESTATE SERVICES BUSINESS TRUST", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF DECEMBER, A.D. 1994, AT 10 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2462121 8100

DATE: 7767573

950306796

12-26-95

**CERTIFICATE OF TRUST
OF
INTERSHOP REAL ESTATE SERVICES BUSINESS TRUST**

THIS Certificate of Trust of Intershop Real Estate Services Business Trust (the "Trust"), dated as of December 1, 1994, is being duly executed and filed by the undersigned trustees, to form a business trust under the Delaware Business Trust Act (12 Del. C. §3801 et seq.).

1. **Name.** The name of the business trust formed hereby is Intershop Real Estate Services Business Trust.

2. **Delaware Trustee.** The name and business address of the trustee of the Trust in the State of Delaware is Wilmington Trust Company, Rodney Square North, Wilmington, Delaware 19890 Attention: Corporate Trust Administration.

IN WITNESS WHEREOF, the undersigned, being the trustees of the Trust, have executed this Certificate of Trust as of the date first-above written.

WILMINGTON TRUST COMPANY

By: 

Name:

NORMAN P. CLOSS

Title:

VICE PRESIDENT


HEINZ RODER


JOSEF A. KAUFMANN

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:
"INTERSHOP REAL ESTATE SERVICES INC.", A TEXAS CORPORATION,
WITH AND INTO "INTERSHOP REAL ESTATE SERVICES BUSINESS TRUST" UNDER THE NAME OF "INTERSHOP REAL ESTATE SERVICES BUSINESS TRUST", A BUSINESS TRUST ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1994, AT 10 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7767574

12-26-95

2462121 8100M

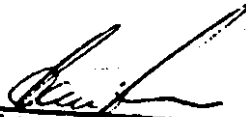
950306796

**CERTIFICATE OF MERGER
OF
INTERSHOP REAL ESTATE SERVICES INC.
INTO
INTERSHOP REAL ESTATE SERVICES BUSINESS TRUST**

1. The name and jurisdiction of formation or organization of each of the business trust and other business entity which is to merger are:

Intershop Real Estate Services Inc., a Texas corporation (the "Corporation")
Intershop Real Estate Services Business Trust, a Delaware business trust (the "Trust")
2. An agreement of merger has been approved and executed by the Corporation and by the Trust.
3. Intershop Real Estate Services Business Trust, a Delaware business trust, shall be the Surviving Entity.
4. The effective date and time of the merger is December 31, 1994, at 11:59 p.m.
5. The executed agreement of merger is on file at the place of business of the Trust. The address of the Trust is is 1100 Two Galleria Tower, 13455 Noel Road, Dallas, Texas 75240.
6. A copy of the agreement of merger will be furnished by the Trust on request and without cost, to any beneficial owner of the Trust or the Corporation.
7. The Trust will continue to exist under the laws of the State of Delaware.
8. The Managing Trustees are authorized in the governing document of the Trust to execute this Certificate of Merger.

EXECUTED the 19th day of December, 1994.



Josef A. Kauffmann, Managing Trustee



Heinz Roder, Managing Trustee