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Susan - Please call*

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known): *me or Betty -
681-6528*

800002329368--0

-01/05/98--01050--014

*****35.00 *****35.00

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<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

☐ Certificate of FICTITIOUS NAME

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☐ CORP SEARCH

Ordered By: _____

Date: _____

CORP NC

*Name
Change
Doc. for*

D97000000035

Sp 12/31/97

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 DEC 31 PM 3:00

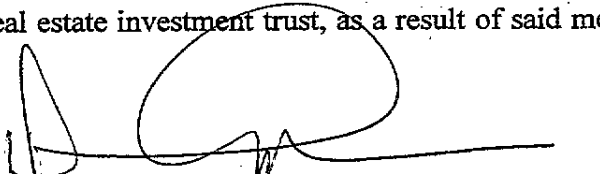
FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 DEC 31 PM 3:00

AFFIDAVIT

97 DEC 31 PM 3:00

STATE OF MICHIGAN)
) ss.
COUNTY OF OAKLAND)

I, Dennis Gershenson, President of Ramco-Gershenson Properties Trust, formerly known as RGPT Trust, a Maryland real estate investment trust, whose address is 27600 Northwestern Highway, Suite 200, Southfield, Michigan 48034, hereby certify that attached hereto is a true, accurate and complete copy of the Articles of Merger dated December 18, 1997, as filed with the Maryland Department of Assessments and Taxation, which Articles of Merger reflect the merger of Ramco-Gershenson Properties Trust, a Massachusetts business trust, with and into RGPT Trust, a Maryland real estate investment trust, which changed its name to Ramco-Gershenson Properties Trust, a Maryland real estate investment trust, as a result of said merger.


Dennis Gershenson

Subscribed and sworn to before me
this 18th day of December, 1997



Notary Public, Oakland County, MI
My Commission Expires: _____

DEBRA L. LOVELAND
Notary Public, Wayne County, Michigan
My Commission Expires December 31, 2001
acting in Oakland County

ARTICLES OF MERGER

RECEIVED

of

'97 DEC 18 AM 57

RAMCO-GERSHENSON PROPERTIES TRUST,
a Massachusetts business trust

ASSESS & TAX

with and into

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

RGPT Trust

a Maryland real estate investment trust APPROVED FOR RECORD

12-18-97 at 11:57 AM

THESE ARTICLES OF MERGER, dated as of the 18th day of December, 1997 (hereinafter the "Articles of Merger" or the "Articles"), are entered into by the entities named in Article SECOND hereof (hereinafter collectively the "Constituent Entities") pursuant to Section 8-501.1 of the Corporations and Associations Article of the Annotated Code of Maryland.

FIRST: Pursuant and subject to the terms and conditions set forth in that certain Change of Venue Merger Agreement dated October 2, 1997 (the "Merger Agreement") by and between the Constituent Entities, the Constituent Entities have agreed to effect a merger (the "Merger"), and the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of beneficial interests or other proprietary interests of each of the Constituent Entities into different beneficial interests or other proprietary interests, and the manner of dealing with any beneficial interests or other proprietary interests of the Constituent Entities not to be so exchanged or converted, are and shall be set forth herein.

SECOND: The parties to these Articles are RAMCO GERSHENSON PROPERTIES TRUST, a Massachusetts business trust formed pursuant to the laws of the Commonwealth of Massachusetts on June 21, 1988 (hereinafter the "Merged Entity") which is not registered or qualified to do business in the State of Maryland and RGPT TRUST, a Maryland real estate investment trust formed pursuant to Title 8 of the Corporations and Associations Article of the Annotated Code of Maryland, on October 2, 1997 (hereinafter the "Surviving Entity").

THIRD: The Surviving Entity shall be the successor entity under the name "Ramco-Gershenson Properties Trust" after consummation of the Merger.

FOURTH: The Surviving Entity does not have an office in the State of Maryland. The name and address of the resident agent of

C:\WPFF\439184.006
December 12, 1997

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 18
page document filed in this office. D. 12-24-97

DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature] Custodian

This stamp replaces our previous certification system. Effective: 6/95

the Surviving Entity in Maryland are: Charles R. Moran, c/o Ballard Spahr Andrews & Ingersoll, 300 East Lombard Street, Suite 1900, Baltimore, Maryland 21201. The Merged Entity does not have an office in the State of Maryland.

FIFTH: Neither the Merged Entity nor the Surviving Entity owns any interest in real estate in the State of Maryland.

SIXTH: The Declaration of Trust of the Surviving Entity will be and hereby is amended, as part of the Merger, to change the name of Surviving Entity to "Ramco-Gershenson Properties Trust".

SEVENTH: (a) With respect to the Merged Entity, the total number of shares of beneficial interest of all classes which the Merged Entity has authority to issue is unlimited. All of such shares are common shares, par value \$0.10 per share.

(b) With respect to the Surviving Entity, the total number of shares of beneficial interest of all classes which the Surviving Entity has the authority to issue is forty million (40,000,000) shares of beneficial interest, par value one cent (\$.01) per share. The number of shares of beneficial interest of each class which the Surviving Entity has authority to issue are as follows: (i) thirty million (30,000,000) common shares of beneficial interest, par value one cent (\$.01) per share ("Common Shares"); and (ii) ten million (10,000,000) preferred shares of beneficial interest, par value one cent (\$.01) per share ("Preferred Shares").

EIGHTH: The manner and basis of converting or exchanging the issued shares of beneficial interest of each of the Constituent Entities into different shares of beneficial interest and the manner of dealing with any issued shares of beneficial interest of the Constituent Entities not to be so converted or exchanged on the Effective Date (as hereinafter defined in Article THIRTEENTH) shall be as follows:

(a) Each share of beneficial interest of Merged Entity which is issued and outstanding on the Effective Date shall be converted into and exchanged for, and shall become, one Common Share of Surviving Entity.

(b) Each share of beneficial interest of Surviving Entity which is issued and outstanding at the Effective Date shall be cancelled and cease to be issued and outstanding, and shall become an authorized but unissued share of beneficial interest of Surviving Entity.

NINTH: The terms and conditions of the Merger include the following:

(a) The Declaration of Trust of Surviving Entity as it exists on the Effective Date shall be and remain the Declaration of Trust of Surviving Entity, as amended hereby, until the same shall be further altered, amended or repealed as therein provided.

(b) The trustees of Surviving Entity of each class shall continue in office until the next annual meeting of shareholders at which trustees of such class are to be elected and until their successors are duly elected and qualified.

(c) Upon the Effective Date, all of the rights, privileges, immunities, powers, purposes and franchises of Merged Entity, and all property, real, personal and mixed, and all debts due to Merged Entity on whichever account and all and every other interests of Merged Entity of every nature, kind and description whatsoever shall be vested in Surviving Entity, and shall thereafter be as effectually the property of Surviving Entity, and all debts, liabilities, obligations and duties of Merged Entity of every nature, kind and description whatsoever shall thenceforth attach to Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

(d) All share option plans of Merged Entity shall continue in full force and effect in accordance with their terms following the Effective Date as share option plans of the Surviving Entity and all options issued under such plans outstanding as of the Effective Date shall continue in full force and effect in accordance with their terms as options to purchase shares of the Surviving Entity.

(e) Upon consummation of the Merger on the Effective Date, the separate existence of Merged Entity will cease.

TENTH: These Articles of Merger also constitute and evidence the sale, conveyance, transfer and assignment hereby made by the Trustees of the Merged Entity to the Surviving Entity of all Trust Property (as defined in the Merger Agreement) and the assumption thereby made by the Successor Entity of all the liabilities, debts and obligations including, without limitation, obligations to indemnify persons who are or may be entitled to indemnification under the Massachusetts Declaration of Trust (as defined in the Merger Agreement), to the extent which such persons are entitled to indemnification thereunder.

ELEVENTH: These Articles of Merger, and the terms and conditions of the Merger described herein and in the Merger Agreement, were advised, authorized and approved by the Merged Entity in the manner and by the vote required by its Declaration of Trust and the laws of the Commonwealth of Massachusetts, in that

these Articles of Merger and the terms and conditions of the Merger described herein and in the Merger Agreement were duly advised by the Board of Trustees of the Merged Entity by unanimous written consent dated September 29, 1997 and were duly approved by the shareholders of the Merged Entity at a special meeting of shareholders called for that purpose on December 18, 1997, by the affirmative vote of a majority of all votes entitled to be cast by the shareholders of the Merged Entity on the matter.

TWELFTH: These Articles of Merger, and the terms and conditions of the Merger described herein and in the Merger Agreement, were advised, authorized and approved by the Surviving Entity in the manner and by the vote required by its Declaration of Trust and the laws of the State of Maryland, in that the Articles of Merger, and the terms and conditions of the Merger described herein and in the Merger Agreement were duly advised by the Board of Trustees of the Surviving Entity by unanimous written consent dated October 2, 1997 and were duly approved by the sole shareholder of the Surviving Entity by written consent dated October 2, 1997.

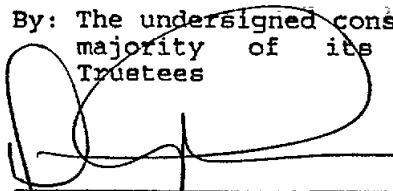
THIRTEENTH: The Merger provided for by these Articles shall become effective and the separate existence of Merged Entity shall cease as of the date and time (the "Effective Date") that these Articles of Merger, duly advised, approved, signed and acknowledged, sealed and verified by Merged Entity and Surviving Entity as required by the laws of the State of Maryland, are filed with and accepted by the State Department of Assessments and Taxation of Maryland, as required by the laws of the State of Maryland.

FOURTEENTH: These Articles of Merger may be executed in multiple counterparts, with multiple signature pages each bearing one or more signatures, but all such counterparts and multiple signature pages shall constitute one and the same instrument.

IN WITNESS WHEREOF, as of this 18th day of December, 1997, RAMCO-GERSHENSON PROPERTIES TRUST, a Massachusetts business trust and party to the Merger, has caused these Articles to be signed in its name and on its behalf by a majority of its entire Board of Trustees, and RGPT Trust, a Maryland real estate investment trust and the other party to the Merger, has caused these Articles to be signed in its name and on its behalf by its duly authorized President, and attested to by its duly authorized Secretary, and each of the undersigned trustees and officers acknowledges these Articles to be the trust act of the entity on whose behalf he or she has signed, and as to all matters or facts required to be verified under oath, each of the undersigned trustees and officers acknowledges, under penalty of perjury, that to the best of his or her knowledge, information and belief, such matters and facts are true in all material respects.

RAMCO-GERSHENSON PROPERTIES TRUST,
a Massachusetts business trust

By: The undersigned constituting a
majority of its Board of
Trustees



Name: Dennis Gershenson



Name: Joel Gershenson

Name: Selwyn Isakow

Name: Herbert Liechtung

Name: Mark K. Rosenfeld

[signatures continued on next page]

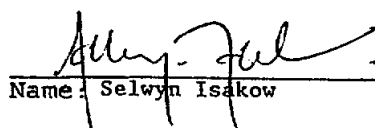
IN WITNESS WHEREOF, as of this 12th day of December, 1997, RAMCO-GERSHENSON PROPERTIES TRUST, a Massachusetts business trust and party to the Merger, has caused these Articles to be signed in its name and on its behalf by a majority of its entire Board of Trustees, and RGPT Trust, a Maryland real estate investment trust and the other party to the Merger, has caused these Articles to be signed in its name and on its behalf by its duly authorized President, and attested to by its duly authorized Secretary, and each of the undersigned trustees and officers acknowledges these Articles to be the trust act of the entity on whose behalf he or she has signed, and as to all matters or facts required to be verified under oath, each of the undersigned trustees and officers acknowledges, under penalty of perjury, that to the best of his or her knowledge, information and belief, such matters and facts are true in all material respects.

RAMCO-GERSHENSON PROPERTIES TRUST,
a Massachusetts business trust

By: The undersigned constituting a
majority of its Board of
Trustees

Name: Dennis Gershenson

Name: Joel Gershenson


Name: Selwyn Isakow

Name: Herbert Liechtung

Name: Mark K. Rosenfeld

[signatures continued on next page]

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a Massachusetts business trust

By: The undersigned constituting a
majority of its Board of
Trustees

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Name: Joel Gershenson

Name: Selwyn Isakow



Name: Herbert Liechtung

Name: Mark K. Rosenfeld

[signatures continued on next page]

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RAMCO-GERSHENSON PROPERTIES TRUST,
a Massachusetts business trust

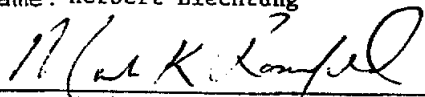
By: The undersigned constituting a
majority of its Board of
Trustees

Name: Dennis Gershenson

Name: Joel Gershenson

Name: Selwyn Isakow

Name: Herbert Liechtung

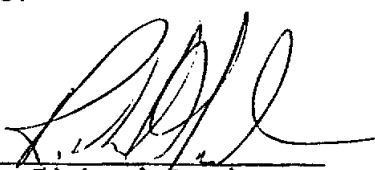


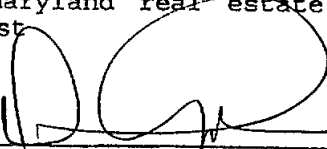
Name: Mark K. Rosenfeld

[signatures continued on next page]

Attest:

RGPT TRUST,
a Maryland real estate investment
trust

By: 
Name: Richard Gershenson
Title: Secretary

By: 
Name: Dennis Gershenson
Title: President

DEPARTMENT OF ASSESSMENTS AND TAXATION

Charter Division



RONALD W. WINEHOLT
Governor
PAUL B. ANDERSON
Director
Administrator

DOCUMENT CODE 11 BUSINESS CODE _____ COUNTY 74
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging
(Transferor) Banco-Gershenson
Properties Trust
F4471926

Surviving
(Transferee) _____
BGPT Trust
D4797411

CODE AMOUNT FEE REMITTED

10 50 Expedited Fee
61 _____ Rec. Fee (Arts. of Inc.)
20 _____ Organ. & Capitalization
62 _____ Rec. Fee (Amendment)
63 20 Rec. Fee (Merger, Consol.)
64 _____ Rec. Fee (Transfer)
66 _____ Rec. Fee (Revival)
65 _____ Rec. Fee (Dissolution)
75 _____ Special Fee
73 _____ Certificat  of Conveyanc 

21 _____ Recordation Tax
22 _____ State Transfer Tax
23 _____ Local Transfer Tax
70 _____ Change of P.O., R.A. or R.A.A.
31 _____ Corp. Good Standing

600 _____ **Returns**
52 _____ Foreign Qualification
NA _____ Foreign Registration
51 _____ Foreign Name Registration
53 _____ Foreign Resolution
54 _____ For. Supplemental Cert.
56 _____ Penalty
50 _____ Cert. of Qual. or Reg.
83 _____ Cert. Limited Partnership
84 _____ Amendment to Limited Partnership
85 _____ Termination of Limited Partnership
80 _____ For. Limited Partnership
91 _____ Amend/Cancellation, For. Limited Part.
87 _____ **Limited Part. Good Standing**
67 _____ Cert. Limited Liability Partnership
68 _____ LLP Amendment - Domestic
69 _____ Foreign Limited Liability Partnership
74 _____ LLP Amendment - Foreign
99 _____ Art. of Organization (LLC)
98 _____ LLC Amend, Diss, Continuation
97 _____ LLC Cancellation
96 _____ Registration Foreign LLC
94 _____ Foreign LLC Supplemental
92 _____ **LLC Good Standing (short)**
13 15 1 Certified Copy 9
Other _____

(New Name) _____
Banco-Gershenson
Properties Trust

☒ Change of Name
☐ Change of Principal Office
☐ Change of Resident Agent
☐ Change of Resident Agent Address
☐ Resignation of Resident Agent
☐ Designation of Resident Agent and Resident Agent's Address
☐ Change of Business Code
☐ Adoption of Assumed Name

Other Change(s) _____

CODE 193
ATTENTION: Andrea Cohen

MAIL TO ADDRESS: _____

NOTE:

TOTAL FEES 8.5 _____ Credit Card
☒ Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT