

CORP
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

File 2nd

F99000006625

CONTACT: CINDY HICKS

DATE: 12-23-99

500003079175-5
-12/23/99-01044-005
*****78.75 *****78.75

REF. #:

CORP. NAME: AHE LEASING CO.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

FILED
99 DEC 23 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 6165 FOR \$ 78.75.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials *merger*

RECEIVED
99 DEC 23 11:27
STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMIREIT (PALM BEACH GARDENS), INC., a Florida corporation, J48287

INTO

AHE LEASING CO., a Delaware entity, F99000006625

File date: December 23, 1999

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
OF
AMIREIT (PALM BEACH GARDENS), INC.
INTO
AHE LEASING CO.**

FILED
99 DEC 23 PM 4: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

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

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging AMIREIT (Palm Beach Gardens), Inc. with and into AHE Leasing Co. as approved by the Board of Directors of AHE Leasing Co. on December 16, 1999.

SECOND: The merger of AMIREIT (Palm Beach Gardens), Inc. with and into AHE Leasing Co. is permitted by the laws of the jurisdiction of organization of AHE Leasing Co. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of AHE Leasing Co. was December 16, 1999.

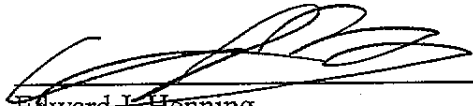
THIRD: Shareholder approval was not required for the merger.

[Signature Page Follows]

Executed on this 21st day of December, 1999.


AMIREIT (PALM BEACH GARDENS), INC.

By:


Edward J. Henning
Senior Vice President

AHE LEASING CO.

By:


Edward J. Henning
Senior Vice President

**PLAN OF MERGER
OF
AMIREIT (PALM BEACH GARDENS), INC.
INTO
AHE LEASING CO.**

1. AHE Leasing Co., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of AMIREIT (Palm Beach Gardens), Inc., which is a business corporation of the State of Florida and a subsidiary corporation, hereby merges AMIREIT (Palm Beach Gardens), Inc. into AHE Leasing Co. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of AHE Leasing Co.

2. The separate existence of AMIREIT (Palm Beach Gardens), Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and AHE Leasing Co. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of AMIREIT (Palm Beach Gardens), Inc., shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors of AHE Leasing Co. has authorized, empowered, and directed its proper officers 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.