Document Number Only C T Corporation System Requestor's Name 660 East Jefferson Street 600002381636--0 -12/24/97--01004--005 Address Tallahassee, FL 32301 *****70.00 *****70.00 Phone Zlp City State 600002381636--0 12/24/97-01004-006 CORPORATION(S) NAME *****35.80 *****35.00 EFFECTIVE DALE Creek () Profit ≱Merg∉2 () Amendment () NonProfit () Limited Liability Company () Dissolution/Withdrawal () Foreign. () Annual Report () Other () Limited Pärtnership () Change of R.A. () Reservation () Reinstatement () Fictitious Name () Limited Liability Partnership () Photo Copies () Certified Copy () After 4:30 () Call if Problem () Call When Ready Spick Up () Will Wait **⇔**Walk in () Mail Out Name PLEASE RETURN EXTRA COPY(S) Availability 12/24 FILE STAMFED Document Examiner Please backdate filing - to: December 19 th Updater Verifier Acknowledgment

Thanks

CR2E031 (1-89)

W.F. Verifier



ARTICLES OF MERGER Merger Sheet

MERGING:

HUNTER'S CREEK REALTY, INC., a Florida corporation H54465 SUMMIT REALTY COMPANY, INC., a South Carolina corporation not authorized to transact business in Florida

INTO

AMERICAN GENERAL LAND HOLDING COMPANY, a Delaware corporation not qualified in Florida.

File date: December 19, 1997, effective January 2, 1998

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 19, 1997

CT Corporation System 660 East Jefferson Tallahassee, FL 32301

SUBJECT: HUNTER'S CREEK REALTY, INC.

Ref. Number: H54465

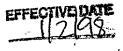
We have received your document for HUNTER'S CREEK REALTY, INC. and check(s) totaling \$105.00. However, your check(s) and document are being returned for the following:

You have listed two different effective dates (one on page one-Jan 2 and one on page three Dec 1). You can have the Jan 2 effective date but you will need to change the date on page 3 to Jan 2. Please list the date of adoption by the directors of the parent.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Letter Number: 197A00059602

Annette Hogan Corporate Specialist



ARTICLES OF MERGER

State of Florida

Pursuant to Section 607.1104 of the Florida Business Corporation Act ("Flundersigned corporations hereby submit the following Articles of Merger:

FIRST:

American General Land Holding Company is a Delaware corporation (the "parent corporation"). Each of the companies listed below is a wholly-owned subsidiary of parent corporation (the "subsidiary companies"). Pursuant to the merger, each of the subsidiary companies will be merged with and into the parent corporation and the parent corporation will be the surviving corporation.

Name of Corporation Hunter's Creek Realty, Inc. Summit Realty Company, Inc.

<u>State</u> Florida

South Carolina

SECOND:

Attached as Exhibit A is a copy of the plan of merger that was duly adopted by unanimous consent of the board of directors of the parent corporation on 11/21/97.

THIRD:

Approval by the sole shareholder of the surviving corporation is not required by

Section 607.1103(7) of the FBCA.

FOURTH:

The merger shall become effective as of January 2, 1998.

Signed this Bth day of December, 1997.

AMERICAN GENERAL LAND HOLDING COMPANY

BY:

Name: W. LARRY MAS Title: PRESIDENT HUNTER'S CREEK REALTY, INC.

BY:

Name: W. LARRY MASK Title: PRESIDENT

SUMMIT REALTY COMPANY, INC.

BY:

Name: W. LARRY MASK Title: PRESIDENT

PLAN OF MERGER

The names of the corporations participating in the merger and the States under the laws of which they are respectively organized are:

Name of Corporation

State of Incorporation

American General Land Holding Company Summit Realty Company, Inc. Hunter's Creek Realty, Inc. Delaware South Carolina Florida

The above-mentioned American General Land Holding Company ("AGLH") is to be the surviving corporation in the merger. The other companies listed above are wholly-owned subsidiaries of AGLH and are hereinafter sometimes referred to collectively as the "Merged Companies". AGLH and the Merged Companies are hereinafter sometimes referred to collectively as the "Constituent Corporations".

The terms and conditions of the merger and the mode of carrying it into effect shall be as follows:

Section 1. Effective Date

The merger provided for in this Plan of Merger shall become effective as of January 2, 1998 the "Effective Date").

Section 2. Governing Law and Corporate Name

The surviving corporation shall be governed by the laws of the State of Delaware under the corporate name "American General Land Holding Company".

Section 3. Charter and Bylaws

The charter and bylaws of AGLH in effect on the Effective Date shall be the charter and bylaws of the surviving corporation, subject to the right of the surviving corporation to amend its charter or bylaws after the Effective Date in accordance with the laws of the State of its incorporation.

Section 4. Common Stock

The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of AGLH, which shall be issued and outstanding on the Effective Date (including any shares held in treasury), shall remain issued and outstanding and shall represent the same number of shares of the common stock of the surviving corporation.
- (b) Each share of common stock of the respective Merged Companies, which shall be issued and outstanding on the Effective Date (including any shares held in treasury), shall be canceled without issuance of any additional consideration therefor.
- (c) As a result, American General Corporation, the sole stockholder of AGLH, will hold all of the issued and outstanding shares of the common stock of the surviving corporation on the Effective Date.

Section 5. Board of Directors and Officers

Until the election and qualification of their successors, the members of the Board of Directors of the surviving corporation shall be the members of the Board of Directors of AGLH in office on the Effective Date. The elected officers of the surviving corporation, who shall continue in office at the pleasure of the Board of Directors of the surviving corporation, shall be the elected officers of AGLH on the Effective Date. The directors and officers of the respective Merged Companies shall be deemed to have resigned as of the Effective Date.