

H68818

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CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

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SUBJECT:

EGP-Ensign, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

Merger

~~800002450238-9~~

- () ARTICLES OF INC. () AMENDMENT () DISSOLUTION () ANNUAL REPORT
() QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
() FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
() UCC-1 () UCC-3

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-03/09/98-01030-002
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Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

EGP-ENSIGN, INC., a Florida corporation P98000009829

INTO

ENSIGN PROPERTIES, INC. which changed its name to

EASTGROUP PROPERTY SERVICES, INC., a Florida corporation, H68818.

File date: March 9, 1998

Corporate Specialist: Annette Hogan

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF MERGER OF
EGP-ENSIGN, INC., A WHOLLY-OWNED SUBSIDIARY
OF EASTGROUP PROPERTIES, INC., WITH AND INTO
ENSIGN PROPERTIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of EGP-Ensign, Inc. ("EGP"), a Florida corporation, with and into Ensign Properties, Inc., a Florida corporation, with Ensign Properties, Inc., ("Ensign"), a Florida corporation, being the surviving corporation, is set forth below:

1. Merger/Surviving Corporation/Terms of Merger. EGP shall merge with and into Ensign, with Ensign as the surviving corporation. EGP is a wholly-owned subsidiary of EASTGROUP PROPERTIES, INC. ("EastGroup"), a Maryland corporation operating as a real estate investment trust.

2. Effect of Merger. Upon the consummation of the merger of EGP with and into Ensign, the separate existence of EGP shall cease. Ensign, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Ensign shall not be affected by the merger and upon the merger, Ensign, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of EGP prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with EGP shall be preserved and remain unimpaired by the merger, all liens upon the properties of EGP shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of EGP shall henceforth attach to Ensign and may be enforced against Ensign to the same extent as if such obligations and duties has been incurred by Ensign. Additionally, any existing claim or action or proceeding pending by or against Ensign or EGP may be continued as if the merger did not occur or Ensign may be substituted in such proceedings for EGP.

3. Conversion of Shares. The manner and basis of converting the shares of Ensign into shares of EastGroup are as follows:

Each share of common stock of Ensign, issued and outstanding immediately prior to the effective date of the merger, shall by virtue of the merger and without any action on the part of the holder thereof, be converted into the right to receive shares of common stock of

EastGroup. The number of shares of common stock of EastGroup to be received by the shareholders of Ensign shall be determined by dividing the value for Ensign (as agreed to in writing by EGP, Ensign and EastGroup) by twenty two dollars (\$22.00) per share (the assigned value for the shares of EastGroup common stock to be received in the merger).

4. Articles of Incorporation/Amendments. The Articles of Incorporation and Bylaws of Ensign in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of Ensign, except that, as of the date the merger becomes effective, Article I of the Articles of Incorporation of Ensign is amended to change Ensign's name to "EastGroup Property Services, Inc."

ARTICLE II - ADOPTION OF PLAN OF MERGER


The Plan of Merger was approved by all of the shareholders and the directors of Ensign and EGP by written consents dated as of the 5th day of March, 1998.

ARTICLE III - EFFECTIVE DATE OF MERGER

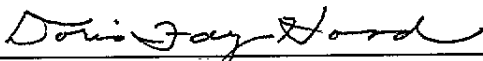
The effective date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 5th day of March, 1998.

EGP-ENSIGN, INC., a Florida corporation

By: 
David H. Hoster II, Chief Executive Officer
Keith McKey, CFO

ENSIGN PROPERTIES, INC., a Florida corporation

By: 
Doris Fay Hood, President