

J91521

Florida Department of State

Division of Corporations

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From:

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ADVANTIS REAL ESTATE SERVICES COMPANY

Certificate of Status	0
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Merger

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

LARSON, BALL & GOULD, INCORPORATED, a Virginia corporation not
qualified to transact business in the State of Florida

INTO

ADVANTIS REAL ESTATE SERVICES COMPANY, a Florida entity, J91521.

File date: November 15, 1999

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER OF LARSON, BALL & GOULD, INCORPORATED
A VIRGINIA CORPORATION
INTO
ADVANTIS REAL ESTATE SERVICES COMPANY, A FLORIDA
CORPORATION
("SURVIVING CORPORATION")**

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act ("FBCA") and Sections 13.1-716 and 13.1-722 of the Virginia Stock Corporation Act ("VSCA") the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

First: The plan of merger (the "Plan of Merger") attached as Exhibit A to and made a part of these Articles of Merger, provides for the merger (the "Merger") of Larson, Ball & Gould, Incorporated ("LBG, Inc."), a Virginia corporation, and Advantis Real Estate Services Company ("Advantis"), a Florida corporation. LBG, Inc. is a wholly-owned subsidiary of Advantis. Advantis will be the surviving corporation in the Merger. The Plan of Merger constitutes the "plan of merger" for the purposes of Article 12 of the VSCA. The Plan of Merger was approved by each undersigned corporations in the manner prescribed by the FBCA and the VSCA.

Second: The approval of the shareholders of Advantis was not required under Section 607.1103(7) of the FBCA, and the approval of the shareholders of LBG, Inc. was not required under Section 13.1-719 of the VSCA.

Third: The Board of Directors of each of the undersigned corporations adopted the Plan of Merger on November 11, 1999.

Fourth: All holders of the outstanding shares of LBG, Inc. have waived in writing the requirement that a copy of the plan of merger be mailed to them.

Fifth: The merger is permitted by the State of Florida and Advantis has complied with Florida law in effecting the merger.

Sixth: The Effective Date of the merger described herein shall be the date on which these Articles of Merger are filed with the Florida Department of State and State Corporation Commission of Virginia.

Dated: November 15, 1999.

LARSON, BALL & GOULD,
INCORPORATED

ADVANTIS REAL ESTATE SERVICES
COMPANY

By: [Signature]

Name: Robert Larson

Its: President

By: _____

Name: _____

Its: _____

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Fourth: All holders of the outstanding shares of LBG, Inc. have waived in writing the requirement that a copy of the plan of merger be mailed to them.

Fifth: The merger is permitted by the State of Florida and Advantis has complied with Florida law in effecting the merger.

Sixth: The Effective Date of the merger described herein shall be the date on which these Articles of Merger are filed with the Florida Department of State and State Corporation Commission of Virginia.

Dated: November 15, 1999.

LARSON, BALL & GOULD,
INCORPORATED

ADVANTIS REAL ESTATE SERVICES
COMPANY

By: _____
Name: _____
Its: _____

By: William L. Mason
Name: William L. Mason
Its: Vice President

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**ADVANTIS REAL ESTATE SERVICES COMPANY-
LARSON, BALL & GOULD, INCORPORATED
PLAN OF MERGER**

THIS PLAN OF MERGER, dated as of November 11, 1999 (this "Agreement"), is entered into by and between Advantis Real Estate Services Company, a Florida corporation ("Advantis") and Larson, Ball & Gould, Incorporated, a Virginia corporation ("LBG, Inc.").

WHEREAS, Advantis has authorized capital stock of 100 shares of common stock, \$10.00 par value, of which 100 shares were issued and outstanding on the date hereof and all of which are owned by The St. Joe Company.

WHEREAS, LBG, Inc. has authorized capital stock consisting of 1500 shares of common stock no par value, ("LBG Common Stock") of which 540.9 shares are issued and outstanding on the date hereof all of which are owned by Advantis. There are no outstanding rights to acquire any shares, obligations or other securities of LBG, Inc.

WHEREAS, the Board of Director of Advantis and the Board of Directors have approved a merger (the "Merger") pursuant to which LBG, Inc. will be merged with and into Advantis, with Advantis being the surviving corporation; and

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Advantis and LBG, Inc. hereby agree as follows:

1. Merger. Subject to the terms and conditions hereinafter set forth, LBG, Inc. shall be merged with and into Advantis, with Advantis being the surviving corporation. The Merger shall be effective when this properly executed plan of merger, together with any other documents required by law to be filed to effectuate the Merger, shall be filed with the Secretary of State of the State of Florida and the State Corporation Commission of Virginia (the "Effective Time" of the Merger).
2. Governing Documents. Advantis shall be the surviving corporation in the Merger (sometimes referred to herein as the "Surviving Corporation"), and the Surviving Corporation shall continue its existence under the laws of the State of Florida. The Articles of Incorporation of Advantis, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation, without change or amendment until thereafter amended, and the By-laws of Advantis, as in effect immediately prior to the Effective Time shall be the By-laws of the Surviving Corporation, without change or amendment until thereafter amended.
3. Directors and Officers. At the Effective Time, the directors of Advantis and the officers of Advantis, in each case immediately prior to the Effective Time, shall be the directors and officers of Surviving Corporation, respectively.
4. Succession. At the Effective Time, the separate corporate existence of LBG, Inc. shall cease, and Advantis shall succeed LBG, Inc. in the manner set forth in

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Section 607.1106 of the Florida Business Corporation Act and Section 13.1-721 of the VSCA.

5. Effect on Shares. At the Effective Time, by virtue of the Merger all shares of LBG Common Stock issued and outstanding immediately prior to the Effective Time shall automatically by operation of law be cancelled and all certificates evidencing ownership of such shares shall be void and of effect. All issued and outstanding shares of the Surviving Corporation shall remain issued and outstanding.

6. Further Assurances. From time to time, as and when required by the Surviving Corporation, or by its successors or assigns, there shall be executed and delivered on behalf of LBG, Inc. such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action as shall be appropriate or necessary to vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of LBG, Inc., and otherwise carry out the purposes of this Agreement; and the officers and directors of the Surviving Corporation are fully authorized, in the name and on behalf of LBG, Inc. or otherwise, to take any and all such action and to execute and deliver any and all such deeds and instruments.

7. Amendments; Abandonment. Subject to applicable law, the Board of Directors of each party hereto may amend, modify or supplement this Agreement with the written consent of the other party hereto at any time prior to the Effective Time with respect to any of the terms contained herein.

8. Counterparts. In order to facilitate the filing and recording of this Agreement, this Agreement may be executed in two or more counterparts, each of which shall be deemed to be an original and such counterparts shall together constitute one and the same instrument.