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J91521

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To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : MCGUIRE, WOODS, BATTLE & BOOTHE LLP
Account Number : 071075000166
Phone : (904) 798-3200
Fax Number : (904) 798-3207

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

ADVANTIS REAL ESTATE SERVICES COMPANY

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

Merger
12/8/99
DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

MORRIS/MCNAIR & ASSOCIATES, INC., a District of Columbia corporation not
qualified to transact business in the State of Florida

INTO

ADVANTIS REAL ESTATE SERVICES COMPANY, a Florida entity, J91521

File date: December 8, 1999

Corporate Specialist: Darlene Connell

ARTICLES OF MERGER OF MORRIS/MCNAIR & ASSOCIATES, INC.
A DISTRICT OF COLUMBIA CORPORATION
INTO
ADVANTIS REAL ESTATE SERVICES COMPANY,
A FLORIDA CORPORATION
("SURVIVING CORPORATION")

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act ("FBCA") and Sections 29-371 and 29-368 of the District of Columbia Business Corporation Act ("DCBCA"), 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 Morris/McNair & Associates, Inc. ("MMA, Inc."), a District of Columbia corporation, and Advantis Real Estate Services Company ("Advantis"), a Florida corporation. MMA, Inc. is a wholly-owned subsidiary of Advantis. Advantis will be the surviving corporation in the Merger. The Plan of Merger was advised by the board of directors and approved by the shareholders of MMA, Inc. on December 7, 1999 in accordance with MMA, Inc.'s Articles of Incorporation and applicable law.

Second: The approval of the shareholders of Advantis was not required under Section 607.1103(7) of the FBCA.

Third: The Board of Directors of Advantis adopted the Plan of Merger on December 7, 1999.

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

Fifth: 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 the Mayor of the District of Columbia.

Dated: December 7, 1999.

MORRIS/MCNAIR &
ASSOCIATES, INC.

ADVANTIS REAL ESTATE SERVICES
COMPANY

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

By: Michael N. Reagan
Name: Michael N. Reagan
Its: Vice President

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**ADVANTIS REAL ESTATE SERVICES COMPANY-
MORRIS/MCNAIR & ASSOCIATES, INC.
PLAN OF MERGER**

THIS PLAN OF MERGER, dated as of December 7, 1999 (this "Agreement"), is entered into by and between Advantis Real Estate Services Company, a Florida corporation ("Advantis") and Morris/McNair & Associates, Inc., a District of Columbia corporation ("MMA, 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, MMA, Inc. has authorized capital stock consisting of 5,000 shares of common stock, \$1.00 par value, ("MMA Common Stock") of which 4,000 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 MMA, Inc.

WHEREAS, the Board of Director of Advantis and the Board of Directors of MMA, Inc. have approved a merger (the "Merger") pursuant to which MMA, 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 MMA, Inc. hereby agree as follows:

1. Merger. Subject to the terms and conditions hereinafter set forth, MMA, 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 Florida and the Mayor of the District of Columbia (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 MMA, Inc. shall cease, and Advantis shall succeed MMA, Inc. in the manner set forth in Section 607.1106 of the Florida Business Corporation Act and Section 29-370 of the District of Columbia Business Corporation Act.

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5. Effect on Shares. At the Effective Time, by virtue of the Merger all shares of MMA 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 no effect. All issued and outstanding shares of 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 MMA, 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 MMA, 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 MMA, 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.

IN WITNESS WHEREOF, Advantis and MMA, Inc. have caused this Agreement to be executed by their respective duly authorized officers as of the date first above-written.

ADVANTIS REAL ESTATE SERVICES
COMPANY

By: Michael M. Ryan
Name: Michael M. Ryan
Title: SA Vice President

MORRIS/MCNAIR & ASSOCIATES, INC.

By: William L. Mason
Name: William L. Mason
Title: President

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