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**ARTICLES OF MERGER OF GSHH/BRYANT, LLC
A VIRGINIA LIMITED LIABILITY COMPANY
INTO
ADVANTIS REAL ESTATE SERVICES COMPANY,
A FLORIDA CORPORATION
("SURVIVING CORPORATION")**

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Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act ("FBCA") and Sections 13.1-1070 and 13.1-1072 of the Virginia Limited Liability Company Act ("VLLCA"), the undersigned corporation and limited liability company adopt the following articles of merger for the purpose of merging them into the corporation:

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 GSHH/Bryant, LLC ("GSHH Bryant"), a Virginia limited liability company, and Advantis Real Estate Services Company ("Advantis"), a Florida corporation. Advantis will be the surviving corporation in the Merger. The Plan of Merger constitutes the "plan of merger" for the purposes of Article 13 of the VLLCA. The Plan of Merger was approved by each undersigned corporation in the manner prescribed by the FBCA and Section 13.1-1071 of the VLLCA.

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 each of the undersigned corporations adopted and the members of GSHH Bryant approved the Plan of Merger on December 13, 1999.

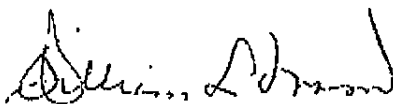
Fourth: The merger is permitted by the State of Florida and Advantis has complied with Florida law in effecting the merger.

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 State Corporation Commission of Virginia.

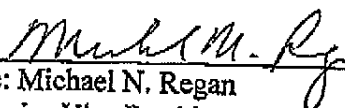
Sixth: Advantis' address is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

Dated: December 13, 1999.

GSHH/BRYANT, LLC

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

ADVANTIS REAL ESTATE SERVICES
COMPANY

By: 
Name: Michael N. Regan
Its: Senior Vice President

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**ADVANTIS REAL ESTATE SERVICES COMPANY--
GSHH/BRYANT, LLC
PLAN OF MERGER**

THIS PLAN OF MERGER, dated as of December 13, 1999 (this "Agreement"), is entered into by and between Advantis Real Estate Services Company, a Florida corporation ("Advantis") and GSHH/Bryant LLC, a Virginia limited liability company ("GSHH Bryant").

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, GSHH Bryant has 1,000 membership interests outstanding (the "GSHH Bryant Membership Units"), of which 600 are owned by Goodman-Segar-Hogan-Hoffler, L.P and 400 are owned by Advantis. There are no outstanding rights to acquire any equity interests in GSHH Bryant.

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

1. Merger. Subject to the terms and conditions hereinafter set forth, GSHH Bryant 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 and Articles of Organization 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. At and after the Effective Time, the Articles of Organization and operating agreement of GSHH Bryant shall be terminated and shall have no further force or effect.
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, managers and officers of Surviving Corporation, respectively.
4. Succession. At the Effective Time, the separate corporate existence of GSHH Bryant shall cease, and Advantis shall succeed GSHH Bryant in the manner set

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forth in Section 607.1106 of the Florida Business Corporation Act and Section 13.1-1073 of the VLLCA.

5. Effect on Membership Units and Shares. At the Effective Time, by virtue of the Merger all of GSHH Membership Units issued and outstanding immediately prior to the Effective Time shall automatically by operation of law be cancelled and all documents evidencing ownership of such GSHH Membership Units shall be void and of no 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 GSHH Bryant 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 GSHH Bryant, 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 GSHH Bryant 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 GSHH Bryant 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 N. Regan
Name: Michael N. Regan
Title: Senior Vice President

GSHH/BRYANT, LLC
By: William L. Mason
Name: William L. Mason
Title: Vice President

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ARTICLES OF MERGER
Merger Sheet

MERGING:

GSH/BRYANT, LLC a non-qualified Virginia Limited Liability Company

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INTO

ADVANTIS REAL ESTATE SERVICES COMPANY, a Florida entity, J91521

File date: December 14, 1999

Corporate Specialist: Tammi Cline