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MERGER OR SHARE EXCHANGE

ADVANTIS REAL ESTATE SERVICES COMPANY

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**ARTICLES OF MERGER OF GSHH CONSTRUCTION, L.P.
A VIRGINIA LIMITED PARTNERSHIP
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 50-73.48:1 and 50-73.48:3 of the Virginia Revised Uniform Limited Partnership Act ("VRULPA"), the undersigned corporation and limited partnership 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 Construction, L.P. ("Construction"), a Virginia limited partnership, 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 7.1 of the VRULPA. The Plan of Merger was approved by the undersigned corporation and limited partnership in the manner prescribed by the FBCA and Section 50-73.48:2 of the VRULPA.

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 and the partners of Construction approved the Plan of Merger on December 16, 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 16, 1999.

GSHH CONSTRUCTION, L.P.

ADVANTIS REAL ESTATE SERVICES
COMPANY

By: William L. Mason

Name: WILLIAM L. MASON

Its: VICUS PRESIDENT

By: Michael N. Regan

Name: Michael N. Regan

Its: Senior Vice President

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ADVANTIS REAL ESTATE SERVICES COMPANY- H99000032330
GSHH CONSTRUCTION, L.P.
PLAN OF MERGER

THIS PLAN OF MERGER, dated as of December 16, 1999 (this "Agreement"), is entered into by and between Advantis Real Estate Services Company, a Florida corporation ("Advantis") and GSHH Construction, L.P., a Virginia limited partnership ("Construction").

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, Construction has limited partnership interests owned 99% by Goodman-Segar-Hogan-Hoffler, L.P, its limited partner and 1% owned by Advantis, the general partner. There are no outstanding rights to acquire any limited partnership interests in Construction.

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

1. Merger. Subject to the terms and conditions hereinafter set forth, Construction 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. At and after the Effective Time, the Certificate of Limited Partnership and partnership agreement of Construction 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, partners and officers of Surviving Corporation, respectively.

4. Succession. At the Effective Time, the separate corporate existence of Construction shall cease, and Advantis shall succeed Construction in the manner set forth in Section 607.1106 of the Florida Business Corporation Act and Section 50-73.78:4 of the VRULPA.

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5. Effect on Partnership Interests and Shares. At the Effective Time, by virtue of the Merger all of the partnership interests in Construction issued and outstanding immediately prior to the Effective Time shall automatically by operation of law be cancelled and all documents evidencing ownership of such partnership interests 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 Construction 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 Construction, 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 Construction 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 Advantis and the partners of Construction 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 Construction have caused this Agreement to be executed by their respective duly authorized officers as of the date above-written.

ADVANTIS REAL ESTATE SERVICES
COMPANY

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

GSIII CONSTRUCTION, L.P.

By: William L. Mason
Name: WILLIAM L. MASON
Title: VICE PRESIDENT

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ARTICLES OF MERGER
Merger Sheet

MERGING:

GSHH CONSTRUCTION, L.P. a non-qualified Virginia entity

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INTO

ADVANTIS REAL ESTATE SERVICES COMPANY, a Florida entity, J91521

File date: December 20, 1999

Corporate Specialist: Tammi Cline