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MERGER OR SHARE EXCHANGE  
ADVANTIS REAL ESTATE SERVICES COMPANY

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Merger

12/14/99

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GOODMAN-SEGAR-HOGAN-HOFFLER, INC., 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: December 13, 1999

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER OF GOODMAN-SEGAR-HOGAN-HOFFLER, INC.  
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 Goodman-Segar-Hogan-Hoffler, Inc. ("GSHH, Inc."), a Virginia corporation, and Advantis Real Estate Services Company ("Advantis"), a Florida corporation. GSHH, 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 GSHH, 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 December 8, 1999.

Fourth: All holders of the outstanding shares of GSHH, 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: December 8, 1999.

GOODMAN-SEGAR-HOGAN-  
HOFFLER, INC.

ADVANTIS REAL ESTATE SERVICES  
COMPANY

By: [Signature]  
Name: WILLIAM L. MASON  
Its: VICED PRESIDENT

By: [Signature]  
Name: Michael N. Megard  
Its: SE Vice President

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**ADVANTIS REAL ESTATE SERVICES COMPANY-  
GOODMAN-SEGAR-HOGAN-HOFFLER, INC.  
PLAN OF MERGER**

THIS PLAN OF MERGER, dated as of December 8, 1999 (this "Agreement"), is entered into by and between Advantis Real Estate Services Company, a Florida corporation ("Advantis") and Goodman-Segar-Hogan-Hoffler, Inc., a Virginia corporation ("GSHH, 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, GSHH, Inc. has authorized capital stock consisting of 5,000 shares of common stock no par value, ("GSHH Common Stock") of which 564.6704 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 GSHH, Inc.

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

1. Merger. Subject to the terms and conditions hereinafter set forth, GSHH, 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 GSHH, Inc. shall cease, and Advantis shall succeed GSHH, 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 Virginia Stock Corporation Act.

5. Effect on Shares. At the Effective Time, by virtue of the Merger all shares of GSHH 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 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, 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 GSHH, 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 GSHH, 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 GSHH, 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

GOODMAN-SEGAR-HOGAN-HOFFLER, INC.

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

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