

Division of Corporations

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DIVISION OF CORPORATIONS

J91521

## Florida Department of State

Division of Corporations

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## To:

Division of Corporations

Fax Number : (850) 922-4000

## From:

Account Name : MCGUIRE, WOODS, BATTLE &amp; BOOTHE LLP

Account Number : 071075000166

Phone : (904) 798-3200

Fax Number : (904) 798-3207

## MERGER OR SHARE EXCHANGE

## ADVANTIS REAL ESTATE SERVICES COMPANY

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

Merged  
DEC  
12/23

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GSHH RICHMOND, INC., a Virginia corporation, not qualified in Florida

INTO

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

File date: December 22, 1999

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER OF GSHH RICHMOND, INC.  
A VIRGINIA CORPORATION  
INTO  
ADVANTIS REAL ESTATE SERVICES COMPANY, A FLORIDA  
CORPORATION  
("SURVIVING CORPORATION")

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SECRETARY OF STATE

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 GSHH Richmond, Inc. ("Richmond"), a Virginia corporation, 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 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.

Third: The Board of Directors of each of the undersigned corporations adopted and the shareholders of Richmond unanimously approved the Plan of Merger on December 10, 1999.

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

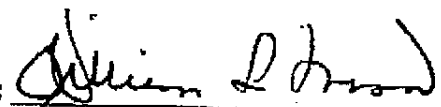
Fifth: The merger is permitted by the State of Florida and Advantis has complied with Florida law in effecting the merger.


Sixth: The Effective Date of the merger described herein shall be December 13, 1999.

Dated: December 10, 1999.

GSHH RICHMOND, INC.

ADVANTIS REAL ESTATE SERVICES  
COMPANY

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

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

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**ADVANTIS REAL ESTATE SERVICES COMPANY--  
GSHH RICHMOND, INC.  
PLAN OF MERGER**

THIS PLAN OF MERGER, dated as of December 10, 1999 (this "Agreement"), is entered into by and between Advantis Real Estate Services Company, a Florida corporation ("Advantis") and GSHH Richmond, Inc., a Virginia corporation ("Richmond").

WHEREAS, Advantis has authorized capital stock of 1,500 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, Richmond has authorized capital stock consisting of 1,500 shares of common stock ("Richmond Common Stock") of which 194 shares are issued and outstanding on the date hereof all of which are owned by Goodman-Segar-Hogan-Hoffler, L.P. There are no outstanding rights to acquire any shares, obligations or other securities of Richmond.

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

1. Merger. Subject to the terms and conditions hereinafter set forth, Richmond shall be merged with and into Advantis, with Advantis being the surviving corporation. The Merger shall be effective December 13, 1999 (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 Richmond shall cease, and Advantis shall succeed Richmond 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 Richmond 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 Richmond 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 Richmond, 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 Richmond 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 Richmond 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 RICHMOND, INC.

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

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