



THE UNITED STATES
CORPORATION
COMPANY

K23971

FILED
99 JAN 14 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 099313 4303929

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : January 14, 1999

ORDER TIME : 12:0 PM

ORDER NO. : 099313-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Yolanda Rodriguez
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

ARTICLES OF MERGER

800002742148--8

BAY ESTATES, INC.

INTO

UNION PLANTERS REALTY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

RECEIVED
99 JAN 14 PM 12:55
DIVISION OF CORPORATION

PPR
1/15/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

BAY ESTATE, INC., a Florida corporation K32772

INTO

UNION PLANTERS REALTY, INC., a Florida corporation, K23971

File date: January 14, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
BAY ESTATES, INC., a Florida corporation
INTO

UNION PLANTERS REALTY, INC., a Florida corporation

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, BAY ESTATES, INC., a Florida corporation ("Bay Estates"), and UNION PLANTERS REALTY, INC., a Florida corporation ("UP Realty"), adopt the following Articles of Merger for the purpose of merging Bay Estates with and into UP Realty.

FIRST: The Agreement and Plan of Merger (the "Plan of Merger") is attached as Exhibit A.

SECOND: The Plan of Merger between UP Realty and Bay Estates was adopted by (i) the Board of Directors and the sole shareholder of UP Realty on January 11, 1999 and (ii) the Board of Directors and the sole shareholder of Bay Estates on January 11, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 12th day of January, 1999.

BAY ESTATES, INC.



Roy D. Tanis, President

UNION PLANTERS REALTY, INC.



Roy D. Tanis, President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated December 29, 1998, between BAY ESTATES, INC., a Florida corporation ("Bay Estates"), and UNION PLANTERS REALTY, INC., a Florida corporation ("UP Realty" or the "Surviving Corporation").

WHEREAS, UP Realty and Bay Estates desire to effect the statutory merger of Bay Estates with and into UP Realty, with UP Realty to survive such merger.

1. **Constituent Corporations.** UP Realty and Bay Estates shall be parties to the merger (the "Merger") of Bay Estates with and into UP Realty.
2. **Terms and Conditions of Merger.** Bay Estates (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into UP Realty, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.
3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, all outstanding shares of common stock, \$.01 par value per share, of Bay Estates issued and outstanding immediately prior to the Effective Date shall, immediately after the Merger, be retired. Upon the Effective Date, all outstanding shares of common stock, \$1.00 par value per share, of UP Realty shall for all purposes be deemed to evidence the ownership of the same number of shares of UP Realty as outstanding immediately prior to the Effective Date.
4. **Articles of Incorporation.** The Articles of Incorporation of UP Realty as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
5. **Bylaws.** The Bylaws of UP Realty as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
6. **Directors and Officers.** The directors and officers of UP Realty in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Secretary of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of UP Realty and Bay Estates are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

BAY ESTATES, INC.

By: Roy D. Tanis
Roy D. Tanis, President

UNION PLANTERS REALTY, INC.

By: Roy D. Tanis
Roy D. Tanis, President