

**CORPORATE
ACCESS,
INC.**

K52357

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

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10/20/98



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Merger

1.) Lake Seminole Square Management Co Inc,
(CORPORATE NAME & DOCUMENT #)

Into

2.)
(CORPORATE NAME & DOCUMENT #)

(F1) (TX)

3.)
(CORPORATE NAME & DOCUMENT #)

\$70.00

4.)
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

De 10/21

RECEIVED
OCT 20 AM 9:43
DIVISION OF CORPORATION

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*****420.00 *****70.00

FILED
98 OCT 20 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 20, 1998

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: LAKE SEMINOLE SQUARE MANAGEMENT COMPANY, INC.
Ref. Number: K52357

We have received your document for LAKE SEMINOLE SQUARE MANAGEMENT COMPANY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 998A00051730

ARTICLES OF MERGER
Merger Sheet

MERGING:

LAKE SEMINOLE SQUARE MANAGEMENT COMPANY, INC., a Florida
corporation, K52357

INTO

LAKE SEMINOLE SQUARE MANAGEMENT COMPANY, INC., a Tennessee
corporation not qualified in Florida.

File date: October 20, 1998

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER
OF
LAKE SEMINOLE SQUARE MANAGEMENT COMPANY, INC. (FL)
WITH AND INTO
LAKE SEMINOLE SQUARE MANAGEMENT COMPANY, INC. (TN)**

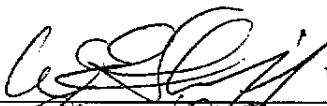
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), Lake Seminole Square Management Company, Inc., a Florida Corporation ("LSSMC-FL"), and Lake Seminole Square Management Company, Inc., a Tennessee Corporation ("LSSMC-TN"), collectively referred to as the "Merging Corporations," adopt the following Articles of Merger for the purpose of merging LSSMC-FL with and into LSSMC-TN, with LSSMC-TN being the surviving corporation (the "Merger").

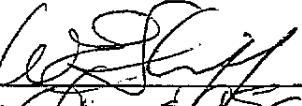
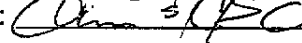
1. The Plan of Merger approved by each of the Merging Corporations is attached hereto as Exhibit A.
2. The effective date of the Merger shall be the later of the date Articles of Merger are filed with the Secretary of State of the State of Tennessee or the date of filing hereof.
3. Approval of the Plan of Merger by the shareholders of LSSMC-TN is not required by the Tennessee Business Corporation Act. The Plan of Merger was approved by the sole director of LSSMC-TN on October 14, 1998.
4. The Plan of Merger was approved by the sole shareholder of LSSMC-FL on October 14, 1998.

Dated as of October 14, 1998.

LAKE SEMINOLE SQUARE MANAGEMENT
COMPANY, INC., a Florida corporation

By:  W.E. SHERIFF
Title: 

LAKE SEMINOLE SQUARE MANAGEMENT
COMPANY, INC., a Tennessee corporation

By: 
Title: 

**PLAN OF MERGER
OF
LAKE SEMINOLE SQUARE MANAGEMENT COMPANY, INC. (FL)
WITH AND INTO
LAKE SEMINOLE SQUARE MANAGEMENT COMPANY, INC. (TN)**

1. Constituent Corporations; Surviving Corporations. The corporations proposing to merge are Lake Seminole Square Management Company, Inc., a Tennessee corporation ("LSSMC-TN"), and Lake Seminole Square Management Company, Inc., a Florida corporation ("LSSMC-FL"). LSSMC-FL proposes to merge with and into LSSMC-TN, with LSSMC-TN being the "Surviving Corporation" (the "Merger"). The Surviving Corporation's name shall be Lake Seminole Square Management Company, Inc.
2. Terms and Conditions of Merger. The Merger will become effective upon the later of the filing of the Articles of Merger (the "Articles of Merger") in the office of the Secretary of State of the State of Tennessee or the filing of the Articles of Merger in the office of the Secretary of State of the State of Florida (the "Effective Time").
 - a. Continuation of LSSMC-TN. The name, identity, purpose, existence, rights, privileges, powers, franchises, properties, and assets of LSSMC-TN shall continue unaffected and unimpaired by the Merger.
 - b. Termination of Existence of LSSMC-FL. Following the effectiveness of the Merger, the separate existence of LSSMC-FL shall cease, and all rights, privileges, powers, properties, and assets of LSSMC-FL shall be vested in LSSMC-TN and shall be effectively the property of LSSMC-TN as they were of LSSMC-FL.
3. Organization of Surviving Corporation.
 - a. Governing Documents. The Charter of LSSMC-TN shall be the Charter of the Surviving Corporation (the "Charter"), and the Bylaws of LSSMC-TN shall be the Bylaws of the Surviving Corporation (the "Bylaws"), at and after the Effective Time.
 - b. Directors and Officers. The directors and officers of LSSMC-TN shall be the directors and officers of the Surviving Corporation immediately at and after the Effective Time. Each such director and officer shall hold such office until his successor has been elected or appointed and qualified to serve, or as otherwise provided by the Charter or Bylaws.

4. Conversion of Common Stock. At the Effective Time, each issued and outstanding share of the common stock of LSSMC-FL shall not be converted into shares of LSSMC-TN capital stock but shall be canceled, and the outstanding capital stock of LSSMC-TN shall not be changed, but shall be and remain the same as before the Effective Time.