



THE UNITED STATES
CORPORATION
COMPANY

K79594

ACCOUNT NO. : 072100000032

REFERENCE : 422495 4807937

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : October 20, 1999

ORDER TIME : 10:42 AM

ORDER NO. : 422495-010

Merger

400003020684--7

CUSTOMER NO: 4807937

CUSTOMER: Ms. Holli Salazar
Trizechahn Centers Inc.
Suite 700
4350 La Jolla Village Drive
San Diego, CA 92122-1233

ARTICLES OF MERGER

FLORIDA MEDICAL FACILITES,
INC.

INTO

TRIZEC EQUITIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

AD

*02250, 00561, 00672

FILED
99 OCT 21 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 OCT 21 AM 11:27
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA MEDICAL FACILITIES, INC., a Florida corporation K79594
,

INTO

TRIZEC EQUITIES, INC., a California corporation not qualified in Florida.

File date: October 21, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 21, 1999

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: FLORIDA MEDICAL FACILITIES, INC.
Ref. Number: K79594

RESUBMIT

Please give original
submission date as file date.

We have received your document for FLORIDA MEDICAL FACILITIES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 499A00050829

RECEIVED
99 OCT 27 PM 1:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE AND ARTICLES OF MERGER

OF

TRIZEC EQUITIES, INC.
(a California corporation)

AND

FLORIDA MEDICAL FACILITIES, INC.
(a Florida corporation)

FILED
99 OCT 21 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified (the "Merger") are:

(i) **Trizec Equities, Inc.**, which is formed under the laws of the State of California ("TEI"); and

(ii) **Florida Medical Facilities, Inc.**, which is incorporated under the laws of the State of Florida ("FMFI")

(hereinafter referred to collectively as "Constituent Business Entities").

2. The Agreement and Plan of Merger has been approved and adopted by **FMFI** in accordance with the provisions of Chapter 607 of the Florida Business Corporation Act.

3. The Agreement and Plan of Merger has been approved and adopted by **TEI** in accordance with the provisions of the Florida Business Corporation Act.

4. The Agreement and Plan of Merger is attached as Exhibit A.

5. The sole stockholder of **TEI** and the sole stockholder of **FMFI** have approved the merger of the **FMFI** with and into **TEI**. on October 13, 1999.

6. The name of the surviving corporation in the Merger is **Trizec Equities, Inc.** (the "Surviving Corporation"), which will continue its existence as the Surviving Corporation under the name **Trizec Equities, Inc.**

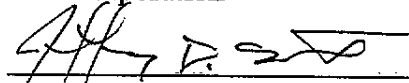
7. The principal office of the Surviving Corporation in the State of California is:

4350 La Jolla Village Drive
Suite 700
San Diego, CA 92122


We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated as of October 13, 1999.

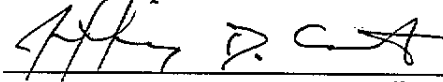
FLORIDA MEDICAL FACILITIES, INC.,
a Florida corporation

By: 
Name: Jeffrey D. Echt, Vice, President

FLORIDA MEDICAL FACILITIES, INC.,
a Florida corporation

By: 
Name: Holli Salazar, Secretary

TRIZEC EQUITIES, INC.,
a California corporation

By: 
Name: Jeffrey D. Echt, Vice, President

TRIZEC EQUITIES, INC.,
a California corporation

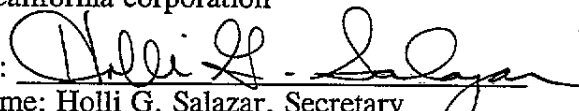
By: 
Name: Holli G. Salazar, Secretary

EXHIBIT A

Agreement and Plan of Merger

by and between

Trizec Equities, Inc.

and

Florida Medical Facilities, Inc.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated as of OCTOBER 13, 1999 is by and between **TRIZEC EQUITIES, INC.**, a California corporation ("**TEI**"), hereinafter sometimes referred to as the "Surviving Corporation," and **FLORIDA MEDICAL FACILITIES, INC.**, a Florida corporation ("**FMFI**") (**TEI** and **FMFI** are hereinafter sometimes referred to individually as a "Constituent Corporation" or collectively as the "Constituent Corporations").

W I T N E S S E T H:

WHEREAS, the Board of Directors and all of the shareholders of each of **TEI** and **FMFI** have determined that it is desirable and in each such corporation's best interests that **FMFI** be merged with and into **TEI** upon the terms and conditions herein set forth and in accordance with the applicable provisions of the laws of the State of California and the State of Florida.

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter set forth, the parties hereby agree that **FMFI** shall be merged with and into **TEI** and the terms and conditions thereof are and shall be as follows:

ARTICLE I

Merger

1.1 On the Effective Date (as defined below), **TEI** and **FMFI** shall be merged into a single corporation by **FMFI** merging with and into **TEI** and **TEI** shall be the Surviving Corporation. This Agreement and Plan of Merger shall be submitted to the shareholders of each of the Constituent Corporations, as provided by law, and shall take effect and be deemed and be taken to be the Agreement and Plan of Merger of the Constituent Corporations upon the approval or adoption thereof by the shareholders of each Constituent Corporation in accordance with the laws of the State of California and the State of Florida and upon the execution and filing of such documents with the Secretary of State of California and the Secretary of State of Florida and the doing of such acts and things as shall be required for accomplishing the merger (such time is hereinafter referred to as the "Effective Date"). On the Effective Date, the separate existence of **FMFI** shall cease and the existence of **TEI** as the Surviving Corporation shall continue in effect unimpaired by the merger, with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities, of a corporation organized under the California General Corporation Law.

1.2 On the Effective Date: October 13, 1999

(a) **TEI**, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and shall be subject to all the

restrictions, disabilities and duties of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares of capital stock, and all other choses in action and all and every other interest of, or belonging to, or due to each of the Constituent Corporations, shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger.

(b) All the liabilities and obligations of each of the Constituent Corporations shall attach to and become liabilities and obligations of the Surviving Corporation and the Surviving Corporation shall be liable and responsible for all such liabilities and obligations; and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place and neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the merger.

(c) The assets and liabilities of the Constituent Corporations shall be recorded on the books of the Surviving Corporation in the amounts at which they are stated on the books of the respective Constituent Corporations on the Effective Date, subject to such adjustments as may be required to effect comparability of accounting policies and practices.

(d) The name of the Surviving Corporation, the purposes for which it is formed and the nature of the business to be transacted by it shall be as set forth in the Articles of Incorporation of TEI.

ARTICLE II

Articles of Incorporation, By-Laws, Board of Directors and Officers of the Surviving Corporation

2.1 The Articles of Incorporation of TEI in effect on the Effective Date shall be the Articles of Incorporation of the Surviving Corporation until the same shall be amended as provided by law.

2.2 The By-Laws of TEI in effect on the Effective Date shall be the By-Laws of the Surviving Corporation in effect on the Effective Date, and they shall thereafter continue to be its By-Laws until duly altered, amended or repealed as provided by law or such By-Laws.

2.3 The officers and directors of TEI on the Effective Date will continue as officers and directors of the Surviving Corporation for their respective terms of office and until their successors have been duly elected and qualified pursuant to law.

ARTICLE III

Capitalization

The Capitalization of the Constituent Corporations is as follows:

(a) TEI is authorized to issue (a) One Thousand (1,000) shares of common stock without par value of which One Hundred (100) shares are issued and outstanding on the date hereof, and (b) Five Hundred Thousand (500,000) shares of preferred stock with a par value of \$100.00 per share of which Ninety-Five Thousand (95,000) shares are issued and outstanding on the date hereof.

(b) FMFI is authorized to issue One Million (1,000,000) shares of common stock with a par value of \$1.00 per share, of which One Hundred Thousand (100,000) shares are issued and outstanding as of the date hereof.

ARTICLE IV

Manner of Conversion of Shares

Upon the merger becoming effective as herein provided:

(i) Each share of FMFI stock issued and outstanding immediately prior to the effectiveness of the merger shall be cancelled and shall cease to be outstanding.

(ii) Each share of preferred stock of TEI issued and outstanding immediately prior to the effectiveness of the merger shall be converted into one share of preferred stock of the Surviving Corporation.

(iii) Each share of common stock of TEI issued and outstanding immediately prior to the effectiveness of the merger shall be converted into one share of common stock of the Surviving Corporation.

ARTICLE V

Termination

This Agreement may be terminated and abandoned at any time before the Effective Date by the mutual consent of the Constituent Corporations.

ARTICLE VI

Miscellaneous


6.1 This Agreement (a) shall be governed by and construed in accordance with the laws of the State of California, (b) shall not be waived, except by an instrument in writing, signed by the party to be charged, and (c) shall inure to the benefit of and be binding upon the respective successors and assigns of the parties hereto.

6.2 This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.


6.3 The parties hereto each agree to do, execute, acknowledge and deliver all such further acts, instruments and assurances, and to take all such further action, including, without limitation, the execution and filing of such instruments in the State of California, the State of Florida, and any other state as shall be necessary or desirable to carry out this Agreement and to consummate and effect the merger contemplated hereby.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors and all of their shareholders have caused this Agreement to be executed and attested by their respective officers thereunto duly authorized as of the day and year first above written.

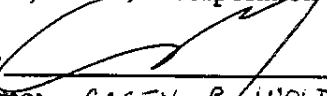
TRIZEC EQUITIES, INC.,
a California corporation

By: 
Name: ANTONIO A. BISMONTE
Title: VICE PRESIDENT

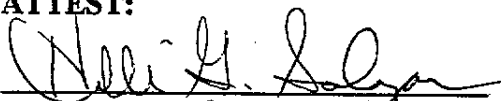
ATTEST:


Name: HOLLI G. SALAZAR
Its: SECRETARY

FLORIDA MEDICAL FACILITIES,
INC., a Florida corporation

By: 
Name: CASEY R. WOLD
Title: PRESIDENT

ATTEST:


Name: HOLLI G. SALAZAR
Its: SECRETARY