

L-000000007967

MICHAEL A. ALTES
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4465 WOODMERE STREET
JACKSONVILLE, FLORIDA 32210

TELECOPIER: (904) 389-3023

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November 14, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger

Dear Sir or Madam:

Enclosed for filing are the originals and two copies of six (6) separate Articles of Merger. Please return to me a certified copy of each as filed. Also enclosed is my check in the amount of \$645.00 representing the filing fees (\$465.00) and the certified copy costs (\$180.00).

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Michael A. Altes

Michael A. Altes

MAA/jka
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

GP



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 27, 2000

MICHAEL A. ALTES
ATTORNEY AT LAW
4465 WOODMERE STREET
JACKSONVILLE, FL 32210

SUBJECT: REGENCY RETAIL ASSOCIATES, LTD.
Ref. Number: A96000001911

We have received your document for REGENCY RETAIL ASSOCIATES, LTD. and your check(s) totaling \$645.00. However, the document has not been filed and is being retained in this office for the following:

The merger cannot be filed because the limited partnership REGENCY RETAIL ASSOCIATES, LTD. is inactive. Enclosed is a blank reinstatement form.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 000A00060209

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



THE
CLARKSON
COMPANY

January 31, 2001

Via Federal Express

Mr. Lee Rivers
Division of Corporations
Attn: Partnership Section
409 East Gaines Street
Tallahassee, FL 32399

Re: Hogan Street Investors Limited, Document #A20987
Casa Blanca Investors Limited II, Document #A970000000458

Dear Lee:

As requested, enclosed is a check in the amount of \$1.00 on behalf of Hogan Street Investors Limited and a second check in the amount of \$88.75 for the Supplemental Fee for Casa Blanca Investors Limited II, Ltd.

Please file the following Articles of Merger held at your office:

- Broad Street Investors Limited (Document #A19372)
- Casa Blanca Investors Limited II, Ltd. (Document #A970000000458)
- Forsyth Street Properties Limited (Document #A09667)
- Hogan Street Investors Limited (Document #A20987)
- Regency Retail Associates, Ltd. (Document #A96000001911)
- Talleyrand Investors Limited (Document #A19378)

Thank you very much for your assistance.

Sincerely,

Hope Walker

Enclosure(s)

cc: Mike Altes, Esq.

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TALLAHASSEE FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

REGENCY RETAIL ASSOCIATES, LTD. a Florida entity A96000001911

INTO

CLARKSON REGENCY RETAIL INVESTORS, L.L.C., a Florida entity,
L00000007967

File date: January 16, 2001

Corporate Specialist: Lee Rivers

Articles of Merger

The following Articles of Merger are being submitted in accordance with Sections 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each *merging* party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Regency Retail Associates, Ltd. 3100 University Boulevard South, Suite 200 Jacksonville, Florida 32216 Florida Document/Registration Number: A96000001911 FEI Number: 59-3419668	Florida	limited partnership

Clarkson Regency Retail Investors, L.L.C. 3100 University Boulevard South, Suite 200 Jacksonville, Florida 32216 Florida Document/Registration Number: L00000007967 FEI Number:	Florida	limited liability company
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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the *surviving* party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Clarkson Regency Retail Investors, L.L.C. 3100 University Boulevard South, Suite 200 Jacksonville, Florida 32216 Florida Document/Registration Number: L00000007967 FEI Number:	Florida	limited liability company

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108, 608.438, 617.1103, and 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and limited partnership that is a party to the merger in accordance with Chapters 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

NINTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

TENTH: SIGNATURES FOR EACH PARTY:

REGENCY RETAIL ASSOCIATES, LTD.,
a Florida limited partnership

By: 

John F. Weatherby

By: Clarkson Property Group, Inc.,
a Florida corporation and
general partner

By: 

Charles A. Clarkson, President

CLARKSON REGENCY RETAIL INVESTORS, L.L.C.
a Florida limited liability company

By: The Clarkson Company,
a Florida corporation and
manager

By: 

Robert W. Clarkson, President

By: The Clarkson Group, L.L.C.
a Florida limited liability company
and member

By: The Clarkson Company,
a Florida corporation and
managing member

By: 

Robert W. Clarkson, President

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TALLAHASSEE FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107, 617.1103, 608.4381, and 620.202, is being submitted in accordance with Sections 607.1108, 608.438, and 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each *merging* party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Regency Retail Associates, Ltd.	Florida
Clarkson Regency Retail Investors, L.L.C.	Florida

SECOND: The exact name and jurisdiction of the *surviving* party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Clarkson Regency Retail Investors, L.L.C.	Florida

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TALLAHASSEE, FLORIDA

THIRD: The terms and conditions of the merger are as follows:

All assets, including all real property, owned and held by Regency Retail Investors Limited shall become assets of Clarkson Regency Retail Investors, L.L.C. Clarkson Regency Retail Investors, L.L.C. shall likewise assume all of the debts and obligations of Regency Retail Investors Limited.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

All interests, shares, obligations or other securities of Regency Retail Investors Limited have been and are being contributed by the owners and holders thereof to the survivor, Clarkson Regency Retail Investors, L.L.C.

B. The manner and basis of converting *rights to acquire* interests, shares, obligations or other securities of each merged party into *rights to acquire* interests, shares, obligations, or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There are no rights to acquire interests, shares, obligations or other securities of Regency Retail Investors Limited. Accordingly, there are no rights to acquire interests, shares, obligations, or other securities of Clarkson Regency Retail Investors, L.L.C.

FIFTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name and address of the manager is as follows:

The Clarkson Company
3100 University Boulevard South, Suite 200
Jacksonville, Florida 32216

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TALLAHASSEE FLORIDA