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HOLLAND AND KNIGHT 9043581872

NO. 8819 P. 5

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MERGER OR SHARE EXCHANGE

REGENCY TOWER LLC

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ARTICLES OF MERGER
Merger Sheet

MERGING:

REGENCY TOWER NOMINEE TRUST, A FLORIDA ENTITY

into

REGENCY TOWER LLC, a Florida entity L01000001622

File date: February 7, 2001

Corporate Specialist: Agnes Lunt

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Regency Tower Nominee Trust c/o Barnett Regency Tower Limited Company, a Florida limited liability company in dissolution 8843 San Jose Boulevard Jacksonville, FL 32217	Florida	Trust

Florida Document/Registration Number: N/A

FEI Number: N/A

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Regency Tower LLC 8843 San Jose Boulevard Jacksonville, FL 32217	Florida	Limited liability company

Florida Document/Registration Number: L01000001622

FEI Number: Applied for

THIRD: The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by each business entity that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by each business entity that is party to the merger in accordance with the laws of Florida, the only applicable jurisdiction.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company

Prepared by: Donald W. Wallis FL Bar # 188668
Holland & Knight LLP
50 North Laura Street
Jacksonville, FL 32202
(904) 353-2000

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that is a party to the merger the amount, if any, to which they are entitled under sections(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: The merger is permitted under 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.

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

NINTH: The Articles of Merger comply and were executed in accordance with the laws of Florida, the only applicable jurisdiction.

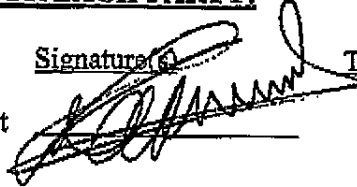
TENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity

Signature(s)

Typed or Printed Name of Individual

Regency Tower Nominee Trust



Barnett Regency Tower
Limited Company, a Florida
limited liability company
in dissolution,
as Trustee of the Regency
Tower Nominee Trust
By: Edmond Saoud, Manager

Regency Tower LLC



By: International Management
Company LLC,
authorized representative of
Zuhair Revocable Trust,
the sole member of
Regency Tower LLC
By: Edmond Saoud, Member

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.4381, is being submitted in accordance with section 608.438, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Regency Tower Nominee Trust c/o Barnett Regency Tower Limited Company, a Florida limited liability company in dissolution 8843 San Jose Boulevard Jacksonville, FL 32217	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Regency Tower LLC 8843 San Jose Boulevard Jacksonville, FL 32217	Florida

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

Regency Tower Nominee Trust shall be merged with and into Regency Tower LLC and Regency Tower LLC shall be the surviving entity. On the effective date of the merger, the separate existence of Regency Tower Nominee Trust shall cease, and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon Regency Tower LLC without further act or deed.

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

Upon the effective date of the merger, the sole beneficiary of Regency Tower Nominee Trust shall become the sole member of Regency Tower LLC.

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

International Management Company LLC, a Florida limited liability company
8843 San Jose Boulevard
Jacksonville, FL 32217

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