

# L32998



**THE UNITED STATES  
CORPORATION  
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 702882 7057A

AUTHORIZATION : *Patricia Pijnt*

COST LIMIT : \$ 70.00

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

00 MAY 19 PM 3:25

FILED

ORDER DATE : May 18, 2000

ORDER TIME : 11:53 AM

ORDER NO. : 702882-025

000003259210--7

CUSTOMER NO: 7057A

CUSTOMER: Ms. Ellie Halperin  
Levy Kneen Mariani Curtin  
Suite 1000  
1400 Centrepark Boulevard  
West Palm Beach, FL 33401

ARTICLES OF MERGER

D.X. PROPERTIES, INC.

INTO

DX PROPERTY CORP.

*Meget  
5-19-00  
DAS*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAY 19 PM 12:24

RECEIVED

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

D.X. PROPERTIES, INC., a Florida corporation, L32998

INTO

**DX PROPERTY CORP.**, a Delaware corporation not qualified in Florida.

File date: May 19, 2000

Corporate Specialist: Doug Spitler

Account number: 072100000032

Account charged: 70.00

**FILED**

00 MAY 19 PM 3:25

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA**  
**ARTICLES OF MERGER**  
**OF**  
**D.X. PROPERTIES, INC.,**  
**A FLORIDA CORPORATION**  
**INTO**  
**DX PROPERTY CORP.,**  
**A DELAWARE CORPORATION**

Pursuant to Section 607.1107 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

(1) D.X. Properties, Inc., a Florida corporation ("Florida Corporation") shall be merged, in accordance with Section 607.1107 of the Florida Business Corporation Act and Section 252 of the General Corporation Law of the State of Delaware, with and into DX Property Corp., a Delaware corporation ("the "Company"), which shall be the surviving corporation (the "Merger"). The Company, as such surviving corporation, is referred to herein as the "Surviving Corporation".

(2) At the Effective Time (which shall be such time as these Articles of Merger are filed with the Department of State of Florida), by virtue of the Merger and without any action on the part of the sole stockholder of the Florida Corporation, each issued and outstanding share of common stock, par value \$0.01 per share, of the Florida Corporation ("Florida Corporation Common Stock") shall be converted into one share of common stock, par value \$0.01 per share, of the Surviving Corporation.

(3) The articles of incorporation of the Company, as in effect immediately prior to the Effective Date of the Merger, shall be the articles of incorporation of the Surviving Corporation unless and until the same shall be amended in accordance with the General Corporation Law of the State of Delaware and such articles of incorporation.

SECOND: The Merger shall be effective upon the filing of these Articles of Merger with the Department of State of the State of Florida and the filing of the Certificate of Merger with the Secretary of State of the State of Delaware.

THIRD: The plan of merger was adopted by the Board of Directors of the Delaware Corporation on May 15, 2000 and was adopted by the Board of Directors and

the sole Shareholder of the Florida Corporation on May 15, 2000, Approval of the Merger of the shareholders of the Delaware Corporation was not required.

Signed this 17<sup>th</sup> day of May, 2000.

D.X. PROPERTIES, INC., a Florida corporation

By: Elaine Hauff  
print name Elaine Hauff  
its Vice President

DX PROPERTY CORP., a Delaware corporation

By: Elaine Hauff  
print name Elaine Hauff  
its Vice President