

Document Number Only

L61054

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

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2500 Holding Corporation
merging into:

PNC Realty Holding Corp. of Florida

SECRETARY OF STATE
TALLAHASSEE FLORIDA
97 APR 18 PM 2:14

FILED

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
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L61054

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

2500 HOLDING CORPORATION, a Florida corporation, K89702

INTO

PNC REALTY HOLDING CORP. OF FLORIDA, a Florida corporation, L61054.

File date: April 18, 1997

Corporate Specialist: Joy Moon-French

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporations Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging **2500 HOLDING CORPORATION** ("Merged Corporation") into **PNC REALTY HOLDING CORP. OF FLORIDA** ("Surviving Corporation").

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Each corporation that is a party to these Articles of Merger has duly approved a Plan of Merger whereby Merged Corporation and Surviving Corporation shall be, and they hereby are, merged with and into the Surviving Corporation, and the Surviving Corporation shall, and hereby does, merge the Merged Corporation with and into itself. The Surviving Corporation shall be the surviving corporation in the merger and shall be governed by the laws of the State of Florida, which state shall continue to be its domicile. The effective date of the merger (the "Effective Date") shall be the close of business on the date of filing of these Articles of Merger with the Department of State of the State of Florida.

ARTICLE II

The method of carrying the merger into effect is as follows: immediately prior to the merger, all of the issued and outstanding stock of the Merged Corporation will be owned by the Surviving Corporation. Pursuant to the merger, all of the outstanding shares of stock of the Merged Corporation will be canceled. No new shares of stock in the Surviving Corporation will be issued to the former shareholders of the Merged Corporation. Each share of common stock of the Surviving Corporation that is issued and outstanding on the Effective Date shall continue and remain unchanged as one share of common stock of the Surviving Corporation.

ARTICLE III

In connection with the merger, the Articles of Incorporation of the Surviving Corporation, as in effect on the Effective Date, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation and shall not be changed or amended by the merger.

ARTICLE IV

- (a) The vote of the shareholders of the Merged Corporation was not required pursuant to Section 607.1104(1)(a), Florida Statutes. The Board of Directors of the Merged Corporation approved these Articles of Merger on April 16, 1997.

- (b) The vote of the shareholders of the Surviving Corporation was not required pursuant to Sections 607.1103(7) and 607.1104(1)(a), Florida Statutes. The Board of Directors of the Surviving Corporation approved these Articles of Merger on April 16, 1997.

IN WITNESS WHEREOF, each corporation that is a party hereto has caused its duly authorized Officer to execute these Articles of Merger this 16th day of April, 1997.

2500 HOLDING CORPORATION

By: *Dale F. Marrison*
Dale F. Marrison
Vice President

PNC REALTY HOLDING CORP.
OF FLORIDA

By: *H. Lewis Lobdell*
H. Lewis Lobdell
Executive Vice President

PLAN AND ARTICLES OF MERGER
OF
2500 HOLDING CORPORATION
INTO
PNC REALTY HOLDING CORP. OF FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Business Corporations Act, the undersigned corporations adopt the following Plan and Articles of Merger for the purpose of merging **2500 HOLDING CORPORATION** into **PNC REALTY HOLDING CORP. OF FLORIDA**:

1. The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporations Act:

PLAN OF MERGER
OF
2500 HOLDING CORPORATION
INTO
PNC REALTY HOLDING CORP. OF FLORIDA

ARTICLE I

Constituent Corporations

At the Effective Time (as defined in Article III below), 2500 HOLDING CORPORATION ("Merged Corporation") will be merged with and into PNC REALTY HOLDING CORP. OF FLORIDA ("Surviving Corporation") in accordance with the applicable laws of the State of Florida (the "Merger").

ARTICLE II

Terms and Conditions

At the Effective Time of the Merger, the separate existence of the Merged Corporation shall thereupon cease, and the Surviving Corporation in the Merger shall continue its corporate existence under the laws of the State of Florida. At the Effective

Time, the Surviving Corporation shall thereupon and thereafter possess all assets and property of every description, and every interest in the assets and property, wherever located, and the rights, privileges, amenities, powers, franchises and authority of the Merged Corporation, and title to all real estate and other property, or any interest therein, owned by or vested in either the Merged Corporation or the Surviving Corporation shall not revert or be impaired by reason of the Merger. At the Effective Time, the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Merged Corporation and the Surviving Corporation; and any claim existing or action or proceeding pending by or against either of the Merged Corporation or the Surviving Corporation may be prosecuted to judgment, with right of appeal, 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 either of the Merged Corporation or the Surviving Corporation shall be impaired.

ARTICLE III

Effective Time

The Merged Corporation and the Surviving Corporation shall cause the Merger to be consummated by the filing of the Plan and Articles of Merger with the Florida Department of State in accordance with the applicable laws of Florida. The Merger shall become effective at 5:00 p.m. on the date the Plan and Articles of Merger are duly delivered to the Secretary of State of the Florida Department of State and filed in accordance with applicable law (the "Effective Time").

ARTICLE IV

Conversion of Shares

As of the Effective Time, by virtue of the Merger, and without action on the part of the holders thereof:

- a. The aggregate number of shares which the Surviving Corporation shall have authority to issue is 1,000 shares of stock, all of which shall be common stock, without par value;
- b. The aggregate number of shares which the Merged Corporation shall have authority to issue is 100 shares of One Cent (\$.01), par value common stock;
- c. All shares of common stock held by the Merged Corporation common stock shall be canceled, without payment of any further

consideration; and

- d. Each of the shares of common stock, no par value, of the Surviving Corporation which is issued and outstanding immediately prior to the Effective Time shall continue to be issued and outstanding after the Effective Time.

ARTICLE V

Articles of Incorporation and By-Laws

Immediately after the Effective Time, the Articles of Incorporation of the Surviving Corporation immediately prior thereto shall be the Articles of Incorporation of the Surviving Corporation as the surviving corporation of the Merger, and the By-Laws of the Surviving Corporation immediately prior thereto shall be the By-Laws of the Surviving Corporation, as the surviving corporation of the Merger.

ARTICLE VI

Officers and Directors

Immediately after the Effective Time, the Officers and Directors of the Surviving Corporation immediately prior thereto shall be the Officers and Directors of the Surviving Corporation, as the surviving corporation of the merger.

2. The Merger shall be effective on the date on which this Plan and Articles of Merger is filed with the Secretary of the State of the Florida Department of State.

3. The dates of adoption of the Plan of Merger by the shareholders of each of the Merged Corporation and Surviving Corporation were:

<u>Name of Corporation</u>	<u>Date</u>
2500 HOLDING CORPORATION	April <u>16</u> , 1997
PNC REALTY HOLDING CORP. OF FLORIDA	April <u>16</u> , 1997.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have caused this Plan and Articles of Merger to be executed as of this 16th day of April, 1997.

2500 HOLDING CORPORATION

By: *Dale F. Marrison*
Dale F. Marrison
Vice President

PNC REALTY HOLDING CORP.
OF FLORIDA

By: *H. Lewis Lobdell*
H. Lewis Lobdell
Executive Vice President