

m85819

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MERGER OR SHARE EXCHANGE

EAST TAMPA PROPERTIES, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

TOWERMARC REALTY, INC., A FLORIDA CORP. (491657)

TAMPA TRIANGLE PARTNERS, LTD., A FLA. LP (A26629)

EAST TAMPA PARTNERS, LTD., A FLA. LP (A26613)

INTO

EAST TAMPA PROPERTIES, INC. which changed its name to

TOWERMARC REALTY, INC., a Florida entity, M85819

File date: December 28, 2001, effective December 31, 2001

Corporate Specialist: Brenda Tadlock

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 607.1109 and 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> |
|--|---------------------|---|
| Towermarc Realty, Inc. ("Towermarc") 260 Franklin Street Suite 1840 Boston, MA 02110 Florida Document/Registration Number: 491657 | Florida | Corporation FEI Number: 59-1632761 |
| Tampa Triangle Partners, Ltd. ("Tampa Triangle") 260 Franklin Street Suite 1840 Boston, MA 02110 Florida Document/Registration Number: A26629 | Florida | Limited Partnership FEI Number: 59-2902105 |
| East Tampa Partners, Ltd. ("East Tampa") 260 Franklin Street Suite 1840 Boston, MA 02110 Florida Document/Registration Number: A26613 | Florida | Limited Partnership FEI Number: 59-2936073 |

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> |
|---|---------------------|---------------------------------------|
| East Tampa Properties, Inc. (the "Surviving Corporation") 260 Franklin Street Suite 1840 Boston, MA 02110 Florida Document/Registration Number: M85819 | Florida | Corporation FEI Number: 59-2901848 |

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and 620.201, Florida Statutes, and was approved by each domestic corporation and limited partnership that is a party to the merger in accordance with Chapters 607 and 620, Florida Statutes.

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FOURTH: The Plan of Merger was adopted by the Surviving Corporation by the unanimous written consent of its board of directors on December 27, 2001, and by the written consent of a majority of all votes entitled to be cast on the Plan of Merger on December 27, 2001, in accordance with Section 607.1103, Florida Statutes. The Plan of Merger was adopted by East Tampa by unanimous written consent of its partners on December 27, 2001, in accordance with Section 620.202, Florida Statutes. The Plan of Merger was adopted by Tampa Triangle by unanimous written consent of its partners on December 27, 2001, in accordance with Section 620.202, Florida Statutes. The Plan of Merger was adopted by Towermarc by the unanimous written consent of its board of directors on December 27, 2001, and by the written consent of a majority of all votes entitled to be cast on the Plan of Merger on December 27, 2001, in accordance with Section 601.1103, Florida Statutes.

FIFTH: The merger is permitted under the laws of all applicable jurisdictions and is not prohibited by the agreement of any limited partnership that is a party to the merger.

SIXTH: The merger shall become effective as of 11:59 p.m. on December 31, 2001.

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

IN WITNESS WHEREOF, the undersigned have executed this document as of the 28th day of December, 2001.

EAST TAMPA PROPERTIES, INC.

By: D. Scott Press
Its: Sn. V.P.

TOWERMARC REALTY, INC.

By: D. Scott Press
Its: Sn. V.P.

EAST TAMPA PARTNERS, LTD.

By: East Tampa Properties, Inc.
Its: General Partner

By: D. Scott Press
Its: Sn. V.P.

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TAMPA TRIANGLE PARTNERS, LTD.

By: East Tampa Partners, Ltd.
Its: General Partner

By: East Tampa Properties, Inc.
Its: General Partner

By: D. G. P. P. P.
Its: E. P. P.

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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 sections 607.1107 and 620.202, Florida Statutes, is being submitted in accordance with sections 607.1108 and 620.201, Florida Statutes.

Background

"Tampa Triangle" (as defined below) is owned by "East Tampa" (as defined below), as the sole general partner, and the "Surviving Corporation" (as defined below), as the sole limited partner. East Tampa is owned by the Surviving Corporation, as the sole general partner, and "Towermarc" (as defined below), as the sole limited partner. The ultimate owners of Towermarc and the Surviving Corporation and their ownership rights, including without limitation their ownership percentages, are identical. Accordingly, the ultimate owners of each of the "Merging Entities" (as defined below) and the Surviving Corporation are identical.

Terms

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

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--|---------------------|---------------------|
| Towermarc Realty, Inc. ("Towermarc") 260 Franklin Street Suite 1840 Boston, MA 02110 | Florida | Corporation |
| Tampa Triangle Partners, Ltd. ("Tampa Triangle") 260 Franklin Street Suite 1840 Boston, MA 02110 | Florida | Limited Partnership |
| East Tampa Partners, Ltd. ("East Tampa") 260 Franklin Street Suite 1840 Boston, MA 02110 | Florida | Limited Partnership |

All of the merging parties shall be collectively referred to as the "Merging Entities."

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

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|--------------------|
| East Tampa Properties, Inc. (the "Surviving Corporation") 260 Franklin Street Suite 1840 Boston, MA 02110 | Florida | Corporation |

THIRD: The effective time of the Merger (the "Effective Time") shall be 11:59 p.m. Eastern Time on December 31, 2001.

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

At the Effective Time of the Merger, the Merging Entities shall merge into the Surviving Corporation. The separate existence of the Merging Entities shall cease, any interest in the Merging Entities shall be cancelled and the Surviving Corporation shall succeed to all the liabilities, rights, privileges, immunities, and franchises and all the property, real, personal and mixed of the Merging Entities without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Entities, and neither the rights of the creditors nor any liens on the property of the Merging Entities shall be impaired by the Merger. The only change in the Articles of Incorporation of the Surviving Corporation as a result of this Merger is set forth in the Sixth Section of this Plan of Merger.

FIFTH: 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:

As explained in the Background section of this Plan of Merger, the ultimate owners of each of the Merging Entities and the Surviving Corporation are identical. Accordingly, at the Effective Time, by virtue of the Merger, (i) each partner's interest in East Tampa and in Tampa Triangle as of the Effective Time shall be surrendered and canceled, and (ii) each shareholder's shares in Towermarc as of the Effective Time shall be surrendered and canceled.

SIXTH: The Articles of Incorporation of the Surviving Corporation shall be amended by deleting and restating the first sentence of Article I as follows:

"The name of the corporation shall be: Towermarc Realty, Inc."