

MARTIN PROPERTIES OF PALM BEACH COUNTY, INC.

4130 St. Andrews Drive
Boynton Beach, Florida 33437

November 30, 1999

M 86683

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-12/27/99--01119--017
*****70.00 *****70.00

Bureau of Corporate Records
Corporation Mergers Section
P.O. Box 6327
Tallahassee, FL 32314

FILED
00 JAN 18 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Martin Properties of Palm Beach County, Inc./ J & N Properties, Inc.

Gentlemen:

Enclosed is our check in the amount of \$70.00 to cover fees for merging the two captioned corporations. Also enclosed, for this purpose, are the following documents which have been executed by the proper officers and directors of the corporations:

1. Resolution of Board of Directors/ Martin Properties of Palm Beach County, Inc.
2. Consent of Shareholders/Martin Properties of Palm Beach County, Inc.
3. Resolution of Board of Directors/J & N Properties, Inc.
4. Consent of Shareholders/J & N Properties, Inc.
5. Articles of Merger

If any additional information is required, please do not hesitate to contact me.

Sincerely yours,

MARTIN PROPERTIES OF PALM BEACH COUNTY, INC.

John D. Martin Jr.

John D. Martin, Jr.
President

Enclosures

merger

T. LEWIS JAN 18 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 7, 2000

JOHN D. MARTIN, JR.
MARTIN PROPERTIES OF PALM BEACH COUNTY
4130 ST. ANDREWS DRIVE
BOYNTON BEACH, FL 33437

SUBJECT: MARTIN PROPERTIES OF PALM BEACH COUNTY, INC.
Ref. Number: M86683

We have received your document for MARTIN PROPERTIES OF PALM BEACH COUNTY, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 500A00000967

JANUARY 14, 2000

DEAR MS. LEWIS:

THE INFORMATION YOU REQUESTED IS ON PAGE 2, PARAGRAPH 6, OF THE "PLAN OF MERGER" ATTACHED HERETO.

SINCERELY,

JOHN D. MARTIN, JR.

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

J & N PROPERTIES, INC., a Florida corporation, H86894.

INTO

MARTIN PROPERTIES OF PALM BEACH COUNTY, INC., a Florida entity,
M86683.

File date: January 18, 2000

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER
MARTIN PROPERTIES OF PALM BEACH COUNTY, INC.
AND
J & N PROPERTIES, INC.**

Pursuant to the provisions of 607.224 of the Florida General Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging J & N Properties, Inc. into Martin Properties of Palm Beach County, Inc.

The names of the corporations which are the parties to the merger are Martin Properties of Palm Beach County, Inc. and J & N Properties, Inc. Martin Properties of Palm Beach County, Inc. is the surviving corporation.

The Plan of Merger approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida General Corporation Act is attached hereto as Exhibit "A".

<u>Name of Corporation</u>	<u>Total Number Shares Outstanding</u>
Martin Properties of Palm Beach County, Inc.	200
J & N Properties, Inc.	60

As to each of the undersigned corporations, all of the issued and outstanding shares of each corporation voted for the Plan.

Dated this 31st day of October, 1999.

J & N Properties, Inc.

Martin Properties of Palm Beach County, Inc.

By: John D. Martin, Jr.
John D. Martin, Jr.
President

By: John D. Martin, Jr.
John D. Martin, Jr.
President

By: Nancy P. Martin
Nancy P. Martin
Secretary

By: Nancy P. Martin
Nancy P. Martin
Secretary

PLAN OF MERGER

THIS AGREEMENT, entered into by and between Martin Properties of Palm Beach County, Inc., a corporation organized and existing under the laws of the State of Florida, hereinafter referred to as Martin Properties, and J & N Properties, Inc., a corporation organized and existing under the laws of the State of Florida, hereinafter referred to as J & N, dated this 31st day of October, 1999.

WHEREAS, Martin Properties has a capitalization of 5,000 authorized shares of \$1.00 par value common stock of which 200 shares are issued and outstanding;

WHEREAS, J & N has a capitalization of 60 authorized shares of no par value common stock of which 60 shares are issued and outstanding;

WHEREAS, Martin Properties and J & N by unanimous action of their respective Boards of Directors and Shareholders have determined that it is in the best interest of each of the parties to merge the aforesaid corporations and that Martin Properties should be the surviving corporation as a result of said merger.

NOW, THEREFORE, for the purpose of carrying into effect the aforesaid merger and in accordance with provisions of the Florida Statutes pertaining thereto to formulate the manner and terms of said merger, and in consideration of the mutual promises made herein and for other good and valuable considerations, it is, hereby agreed as follows:

1. WHEREAS RECITALS. The whereas recitals set forth herein are true and correct and form a part of this agreement.

2. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of J & N shall cease and Martin Properties shall succeed to all rights, privileges, immunities and franchises and all property of J & N without the necessity of any separate transfer. Martin Properties shall thereafter be responsible and liable for all liabilities and obligations of J & N and neither the rights of creditors nor any liens on the property of J & N shall be impaired by the merger.

3. NAME AND PRINCIPAL PLACE OF BUSINESS. The name and principal place of business of the surviving corporation shall remain Martin Properties of Palm Beach County, Inc., 4130 St. Andrews Drive, Boynton Beach, FL 33436.

4. EFFECTIVE DATE. The effective date of the merger of J & N and Martin Properties shall be October 31, Midnight, 1999.

5. CAPITALIZATION. The capitalization of the surviving corporation shall be the present capitalization of Martin Properties which consists of an authorized capitalization of 5000 shares of common stock at par value of \$1.00 per share.

6. OUTSTANDING SHARES OF SURVIVING CORPORATION. The shareholders and number of shares each shareholder owns in each of the aforesaid corporations are as follows:

<u>SHAREHOLDER</u>	<u>MARTIN PROPERTIES</u>	<u>NO. OF SHARES</u>
John D. Martin, Jr. as Trustee of the John D. Martin, Jr. Revocable Trust Dated May 17, 1988, Shareholder		100
Nancy P. Martin as Trustee of the Nancy P. Martin Revocable Trust Dated May 17, 1988, Shareholder		100
	<u>J & N</u>	
John D. Martin, Jr. Chairman Individually and as Trustee of the John D. Martin, Jr. Revocable Trust Dated May 17, 1988, Shareholder		30
Nancy P. Martin Individually and as Trustee of the Nancy P. Martin Revocable Trust dated May 17, 1988, Shareholder		30

Because the shareholders of J & N and Martin Properties own the same percentage of shares in each corporation, upon the effective date of the merger, the shareholders of J & N shall surrender their certificates of stock to their duly appointed agent who shall mark them "canceled" and insert them in the J & N Corporate Minute Book. The shareholders of Martin Properties will continue to own the same number of shares of Martin Properties common stock as each owned prior to the merger and, thus, a total of 200 shares will remain outstanding.

7. ARTICLES OF INCORPORATION. The Articles of Incorporation of Martin Properties shall continue to be its Articles of Incorporation following the effective date of the merger.

8. BYLAWS. The Bylaws of the Martin Properties shall continue to be its Bylaws following the effective date of the merger.

9. DIRECTORS AND OFFICERS. The directors and officers of Martin Properties on the effective date of the merger will continue to be the directors and officers of Martin Properties for the full unexpired terms of their offices and until their successors have been appointed or elected.

10. PROHIBITED TRANSACTIONS. Neither Martin Properties nor J & N shall prior to the effective date of the merger engage in any activity or transaction other than the ordinary course of business.

11. APPROVAL BY SHAREHOLDERS. This Plan of Merger shall be submitted for the approval of the shareholders of each corporation in the manner provided by the applicable laws of the State of Florida either at a meeting duly noticed, or by written consent without a meeting

12. ABANDONMENT OF MERGER. This Plan of Merger may be abandoned by action of the Board of Directors of either corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the shareholders of both corporations on or before the effective date; or

(b) If in the judgment of the Board of Directors of either corporation the merger would be impracticable for any reason.

IN WITNESS WHEREOF the parties hereto have caused their corporate names and seals to be hereto affixed by their duly authorized officers and by their directors this 31 day of October, 1999.

Inc.

Harvey P. Martin
Witness

John D. Martin, Jr.
Witness

Martin Properties of Palm Beach County,

By: John D. Martin, Jr.
John D. Martin, Jr,
President

(Corp Seal)

J & N Properties, Inc.

Henry F. Martin
Witness

By: John D. Martin Jr.
John D. Martin, Jr.
President

John A. Angelina
Witness

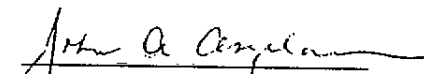
(Corp Seal)

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority personally appeared John D. Martin, Jr. known to me to be the President of Martin Properties of Palm Beach County, Inc. and he acknowledged before me that he executed the foregoing instrument for the purposes stated therein.

SWORN TO AND SUBSCRIBED before me this 31st day of Oct., 1999.


Notary Public State of
Florida at Large

STATE OF FLORIDA

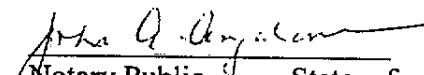
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared John D. Martin, Jr. known to me to be the President of J & N Properties, Inc. and he acknowledged before me that he executed the foregoing instrument for the purposes stated therein.

SWORN TO AND SUBSCRIBED before me this 31st day of OCT., 1999.



John A. Anzalone
MY COMMISSION # CC647554 EXPIRES
August 29, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public State of
Florida at Large



John A. Anzalone
MY COMMISSION # CC647554 EXPIRES
August 29, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

**RESOLUTION OF BOARD OF DIRECTORS OF
J & N PROPERTIES, INC.**

ADOPTING PLAN OF MERGER

WHEREAS, there has been presented to and discussed at a meeting of the Board of Directors of J & N Properties, Inc. a proposed plan providing for the merger of the corporation with Martin Properties of Palm Beach County, Inc., a copy of which plan the Secretary is hereby directed to insert in the Minute Book of the corporation immediately following the Minutes of this meeting; and

WHEREAS, it is deemed in the best business interest of the corporation and its shareholders that this corporation merge according to the terms of such plan; it is

RESOLVED that the merger of Martin Properties of Palm Beach County, Inc. with J & N Properties, Inc. and the terms and conditions of the proposed plan for carrying such merger into effect, are hereby adopted and approved; it is further

RESOLVED that the appropriate officers of this corporation are hereby authorized and directed to execute all documents and take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this Resolution.

J & N PROPERTIES, INC.

By: John D. Martin, Jr.
John D. Martin, Jr.
President

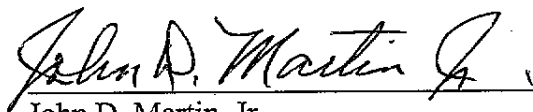
**WRITTEN CONSENT OF SHAREHOLDERS' OF
J & N PROPERTIES, INC.**

ADOPTING PLAN OF MERGER

We, the undersigned, who constitute all of the Shareholders and owning all of the issued and outstanding stock of J & N Properties, Inc. and each owning and being entitled to vote the number of shares set forth opposite his name below, hereby approves and consent to the adoption of the Plan of Merger of Martin Properties of Palm Beach County, Inc., to be completed by October 31, 1999.

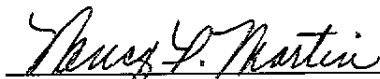
Executed by each of the undersigned on the date set forth opposite his name below.

NAME OF STOCKHOLDER	SIGNATURE	NUMBER OF SHARES OWNED
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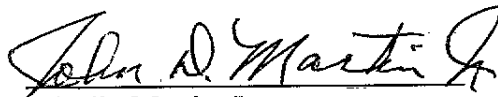
John D. Martin, Jr.
as Trustee of the John D. Martin, Jr.
Revocable Trust Dated May 17, 1988, Shareholder

30

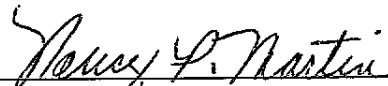


Nancy P. Martin
as Trustee of the Nancy P. Martin
Revocable Trust Dated May 17, 1988, Shareholder

30



John D. Martin, Jr.
as Trustee of the John D. Martin, Jr.
Revocable Trust Dated May 17, 1988
Shareholder



Nancy P. Martin
as Trustee of the Nancy P. Martin
Revocable Trust Dated May 17, 1988
Shareholder

**RESOLUTION OF BOARD OF DIRECTORS OF
MARTIN PROPERTIES OF PALM BEACH COUNTY, INC.**

ADOPTING PLAN OF MERGER

WHEREAS, there has been presented to and discussed at a meeting of the Shareholders of Martin Properties of Palm Beach County, Inc. a proposed plan providing for the merger of the corporation with J & N Properties, Inc., a copy of which plan the Secretary is hereby directed to insert in the Minute Book of the corporation immediately following the Minutes of this meeting; and

WHEREAS, it is deemed in the best business interest of the corporation and its shareholders that this corporation merge according to the terms of such plan; it is

RESOLVED that the merger of Martin Properties of Palm Beach County, Inc. with J & N Properties, Inc. and the terms and conditions of the proposed plan for carrying such merger into effect, are hereby adopted and approved; it is further

RESOLVED that the appropriate officers of this corporation are hereby authorized and directed to execute all documents and take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this Resolution.

Martin Properties of Palm Beach County, Inc.

By: John D. Martin, Jr.
John D., Martin, Jr.
President


**WRITTEN CONSENT OF SHAREHOLDERS' OF
MARTIN PROPERTIES OF PALM BEACH COUNTY, INC.**

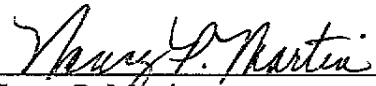
ADOPTING PLAN OF MERGER

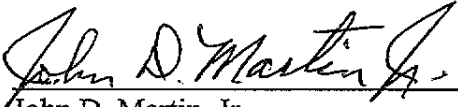
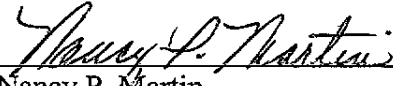
We, the undersigned, who constitute all of the Shareholders and owning all of the issued and outstanding stock of Martin Properties of Palm Beach County, Inc. and each owning and being entitled to vote the number of shares set forth opposite his name below, hereby approve and consent to the adoption of the Plan of Merger of Martin Properties of Palm Beach County, Inc. with J & N Properties, Inc. to be completed on October 31, 1999.

Executed by each of the undersigned on the date set forth opposite his name below.

NAME OF STOCKHOLDER	SIGNATURE	NUMBER OF SHARES OWNED
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<u>John D. Martin, Jr.</u> John D. Martin, Jr. as Trustee of the John D. Martin, Jr. Revocable Trust Dated May 17, 1988, Shareholder	<u></u>	<u>100</u>
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<u>Nancy P. Martin</u> Nancy P. Martin as Trustee of the Nancy P. Martin Revocable Trust Dated May 17, 1988, Shareholder	<u></u>	<u>100</u>
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<u>John D. Martin, Jr.</u> John D. Martin, Jr. Trustee of the John D. Martin, Jr. Revocable Trust Dated May 17, 1988 Shareholder	<u></u>
<u>Nancy P. Martin</u> Nancy P. Martin Trustee of the Nancy P. Martin Revocable Trust Dated May 17, 1988 Shareholder	<u></u>