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Requestor's Name
660 East Jefferson Street

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CORPORATION(S) NAME

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****420.00 ****420.00

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Virguti Properties 1996 Limited

- ☐ Profit
☐ NonProfit
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Fictitious Name
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Name Registration
☐ UCC-1 Financing Statement
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- ☒ Merger
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TALLAHASSEE, FLORIDA

Squire, Sanders & Dempsey

L.L.P.

Telephone (614) 365-2700

Telecopier (614) 365-2499

*Counsellors at Law
1300 Huntington Center
41 South High Street
Columbus, Ohio 43215*

Direct Dial Number

(614) 365-2766

January 4, 1999

VIA FEDERAL EXPRESS

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Attn: Brenda Tadlock

Re: Cross-Entity Merger Filing

Dear Ms. Tadlock:

Per your request, I enclose a copy of the Certificate of Merger filed with the Ohio Secretary of State on December 30, 1998. As we discussed, the surviving entity in this merger is changing its name pursuant to the merger documents filed in the State of Ohio. Consequently, no certification as to this name change could be provided on the date of filing of the Articles and Plan of Merger filed with the Florida Department of State on December 30, 1998.

I will, however, request a certified copy of the Ohio Certificate of Merger from the Ohio Secretary of State and forward same to you upon receipt thereof.

Please feel free to contact me should you have any other questions or concerns regarding this matter.

Very truly yours,



Robert F. Gage

Enclosure

Squire, Sanders & Dempsey

L.L.P.

Telephone (614) 365-2700

Telecopier (614) 365-2499

*Counsellors at Law
1300 Huntington Center
41 South High Street
Columbus, Ohio 43215*

Direct Dial Number

(614) 365-2763

February 23, 1999

VIA FEDERAL EXPRESS

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Attn: Brenda Tadlock

**Re: Cross-Entity Merger Filing
Pizzuti Properties 1996 Limited n/k/a Pizzuti Holdings LLC**

Dear Ms. Tadlock:

Per your request, I enclose an Ohio Certificate re: Merger from the Ohio Secretary of State regarding the above-captioned merger and change of name. This should satisfy any outstanding requirements of your office.

Please feel free to contact me should you have any other questions or concerns regarding this matter.

Very truly yours,



Barbara A. Kempton
Legal Assistant

Enclosure
cc: Robert F. Gage

ARTICLES OF MERGER
Merger Sheet

MERGING:

PIZZUTI/FLORIDA PROPERTIES 1996 LIMITED PARTNERSHIP
PIZZUTI/FLORIDA PROPERTIES 1997 LIMITED PARTNERSHIP
PIZZUTI PROPERTIES 1994 LIMITED
PIZZUTI PROPERTIES 1995 LIMITED
PIZZUTI PROPERTIES 1997 LIMITED
PDI ORLANDO IV LIMITED PARTNERSHIP
PIZZUTI/CROSSROADS EAST LIMITED LIABILITY COMPANY

into

**PIZZUTI PROPERTIES - 1996 LIMITED, LC which changed its name to
PIZZUTI HOLDINGS LLC, an Ohio entity M98000000248**

File date: December 31, 1998

Corporate Specialist: Gretchen Harvey



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

CT CORPORATION

TALLAHASSEE, FL

SUBJECT: PIZZUTI PROPERTIES 1196 LIMITED

We have received your document for PIZZUTI PROPERTIES 1196 LIMITED and your check(s) totaling \$420.00. However, the document has not been filed and is being retained in this office for the following:

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6917.

Gretchen Harvey
Corporate Specialist Supervisor

Letter Number: 398A00061138

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 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>
1. Pizzuti/Florida Properties 1996 Limited Partnership 250 E. Broad Street Columbus, Ohio 43215	Florida	Limited Partnership
Florida Document/Registration Number: <u>B96000000394</u>	FEI Number: <u>31-1516336</u>	
2. Pizzuti/Florida Properties 1997 Limited Partnership 250 E. Broad Street Columbus, Ohio 43215	Florida	Limited Partnership
Florida Document/Registration Number: <u>B97000000419</u>	FEI Number: <u>31-1585456</u>	
3. Pizzuti Properties 1994 Limited 250 E. Broad Street Columbus, Ohio 43215	Ohio	Limited Liability Company
Florida Document/Registration Number: <u>N/A</u>	FEI Number: <u>31-1421942</u>	
4. Pizzuti Properties 1995 Limited 250 E. Broad Street Columbus, Ohio 43215	Ohio	Limited Liability Company
Florida Document/Registration Number: <u>N/A</u>	FEI Number: <u>31-1427424</u>	
5. Pizzuti Properties 1997 Limited 250 E. Broad Street Columbus, Ohio 43215	Ohio	Limited Liability Company
Florida Document/Registration Number: <u>N/A</u>	FEI Number: <u>31-1585460</u>	
6. PDI Orlando IV Limited Partnership 250 E. Broad Street Columbus, Ohio 43215	Ohio	Limited Partnership
Florida Document/Registration Number: <u>N/A</u>	FEI Number: <u>31-1351690</u>	

Name and Street Address

Jurisdiction Entity Type

7. Pizzuti/Crossroads East Limited Liability Company Ohio Limited Partnership
250 E. Broad Street
Columbus, Ohio 43215

M98000000247

Florida Document/Registration Number: N/A FEI Number: 31-1457930

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

Name and Street Address

Jurisdiction Entity Type

Pizzuti Properties 1996 Limited Ohio Limited Liability
250 East Broad Street Company
Columbus, Ohio 43215

M98000000248

Florida Document/Registration Number: N/A FEI Number: 31-1463587

THIRD: The attached Plan of Merger meets the requirements of section(s) 620.201, Florida Statutes, and was approved by each domestic limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: 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 partners of each domestic limited partnership that is a party to the merger.

SIXTH: The surviving entity agrees to pay the dissenting partners of each domestic limited partnership that is a party to the merger the amount, if any, to which they are entitled under section 620.205, Florida Statutes.

SEVENTH: Not applicable.

EIGHTH: 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.

NINTH: The merger shall become effective as of the close of business on December 31, 1998.

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:


PIZZUTI/FLORIDA PROPERTIES 1996 LIMITED PARTNERSHIP

By: Pizzuti Equities Inc.
Its: sole General Partner

By: 
Richard C. Daley, Executive Vice President


PIZZUTI/FLORIDA PROPERTIES 1997 LIMITED PARTNERSHIP

By: Pizzuti Equities Inc.
Its: Managing Member

By: 
Richard C. Daley, Executive Vice President

PIZZUTI PROPERTIES 1996 LIMITED

By: Pizzuti Equities Inc.
Its: Managing Member

By: 
Richard C. Daley, Executive Vice President

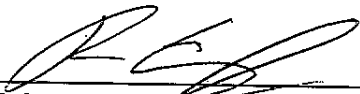
PIZZUTI PROPERTIES 1994 LIMITED

By: Pizzuti Equities Inc.
Its: Managing Member

By: 
Richard C. Daley, Executive Vice President

PIZZUTI PROPERTIES 1995 LIMITED

By: Pizzuti Equities Inc.
Its: Managing Member

By: 
Richard C. Daley, Executive Vice President

PIZZUTI PROPERTIES 1997 LIMITED

By: Pizzuti Equities Inc.
Its: Managing Member

By: 
Richard C. Daley, Executive Vice President


PDI ORLANDO IV LIMITED PARTNERSHIP

By: Pizzuti Equities Inc.
Its: sole General Partner

By: 
Richard C. Daley, Executive Vice President

PIZZUTI/CROSSROADS EAST LIMITED LIABILITY COMPANY

By: Pizzuti Equities Inc.
Its: Managing Member

By: 
Richard C. Daley, Executive Vice President

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 620.202, is being submitted in accordance with section 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Pizzuti/Florida Properties 1996 Limited Partnership	Florida
Pizzuti/Florida Properties 1997 Limited Partnership	Florida
Pizzuti Properties 1994 Limited	Ohio
Pizzuti Properties 1995 Limited	Ohio
Pizzuti Properties 1997 Limited	Ohio
PDI Orlando IV Limited Partnership	Ohio
Pizzuti/Crossroads East Limited Liability Company	Ohio

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

<u>Name</u>	<u>Jurisdiction</u>
Pizzuti Properties 1996 Limited	Ohio

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

Upon completion of the merger, the surviving party shall change its name to Pizzuti Holdings LLC.

FOURTH:

- A. 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:

Upon the effective date of the merger, the interests of each equity owner in a merging party shall be converted into interests in the surviving party. Upon completion of such conversion, each equity owner of a merging party shall receive a percentage interest in the surviving party equal to such equity owner's percentage interest in such merging party multiplied by a ratio equal to (a) the Agreed Value of such merging party, divided by (b) the aggregate Agreed Value of all parties to this Plan of Merger.

As used herein, the term "Agreed Value" means the net value, as determined by the surviving party, of the real property or other assets owned by each party immediately prior to this Plan of Merger.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not applicable.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-Individual, Florida Document/Registration Number</u>
--	---

Not applicable.

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Pizzuti Equities Inc.
250 East Broad Street
Suite 1900
Columbus, Ohio 43215
Attention: Richard C. Daley

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Not applicable.

EIGHTH: Other provisions, if any, relating to the merger:

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**



I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show Certificate of MERGER of PIZZUTI/FLORIDA PROPERTIES 1996 LIMITED PARTNERSHIP, an Ohio Limited Partnership, Registration No. 952291, and PIZZUTI/FLORIDA PROPERTIES 1997 LIMITED PARTNERSHIP, an Ohio Limited Partnership, Registration No. 982060, and PIZZUTI PROPERTIES - 1994 LIMITED, an Ohio Limited Liability Company, Registration No. 885534, and PIZZUTI PROPERTIES - 1995 LIMITED, an Ohio Limited Liability Company, Registration No. 894643, and PIZZUTI PROPERTIES - 1997 LIMITED, AN OHIO LIMITED LIABILITY COMPANY, an Ohio Limited Liability Company, Registration No. 982061, and PDI ORLANDO IV LIMITED PARTNERSHIP, an Ohio Limited Partnership, Registration No. 924650, and PIZZUTI/CROSSROADS EAST LIMITED LIABILITY COMPANY, an Ohio Limited Liability Company, Registration No. 932648, all merging into: PIZZUTI PROPERTIES 1996 LIMITED, survivor of said merger, an Ohio Limited Liability Company, Registration No. 939530, and changing survivors' corporate title to: PIZZUTI HOLDINGS LLC, was filed December 31, 1998, of the Records of Incorporation. Said surviving corporation, PIZZUTI HOLDINGS LLC, an Ohio Limited Liability Company, Registration No. 939530, was registered to transact business in Ohio on April 22, 1996, and said registration is currently in FULL FORCE AND EFFECT upon the records of this office.



*WITNESS my hand and official
seal at Columbus, Ohio on
February 22, 1999*

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State