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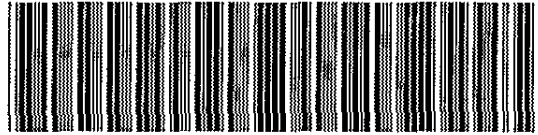
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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 721912 41001A

AUTHORIZATION

COST LIMIT : \$ 110.00

FILED
07 JAN 22 PM 12:55
TALLAHASSEE, FLORIDA

ORDER DATE : January 22, 2007

ORDER TIME : 9:37 AM

ORDER NO. : 721912-005

CUSTOMER NO: 41001A

ARTICLES OF MERGER

GEORGIA TIMBER, LLC -

INTO

ST. JOE TIMBERLAND COMPANY OF
DELAWARE, L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (TWO) CERTIFIED COPY

CONTACT PERSON: Joyce Markley

EXAMINER'S INITIALS: _____

CERTIFICATE OF MERGER

OF

GEORGIA TIMBER, LLC
a Florida limited liability company
(Corporate Charter Number L05000018310)

WITH AND INTO

ST. JOE TIMBERLAND COMPANY OF DELAWARE, L.L.C.
a Delaware limited liability company
(Corporate Charter Number 3120873)

To the Secretaries of State of the
State of Florida, and the
State of Delaware

Pursuant to the provisions of Sections 608.438 and 608.4382 of the Florida Limited Liability Company Act (the "FLLCA") and Title 6, Chapter 18, Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA"), the undersigned business entities hereby certify as follows:

1. The names of the entities which are parties to the merger are St. Joe Timberland Company of Delaware, L.L.C., a Delaware limited liability company with a principal business address of 245 Riverside Avenue, Suite 500, Jacksonville, Florida 32202 (the "Surviving LLC"), and Georgia Timber, LLC, a Florida limited liability company with a principal business address of 245 Riverside Avenue, Suite 500, Jacksonville, Florida, 32202 (the "Merging LLC"). The Surviving LLC is the surviving business entity in the merger and the Merging LLC is the merging entity, whose separate business existence shall cease. The name of the surviving business entity shall be "St. Joe Timberland Company of Delaware, L.L.C."
2. A Plan and Agreement of Merger (the "Plan") was approved by joint unanimous written consent of the managers and the sole member of the Surviving LLC, pursuant to the operating agreement of the Surviving LLC and the applicable provisions of Chapter 18 of the DLLCA. The Plan was approved by joint unanimous written consent of the managers and the sole member of the Merging LLC, pursuant to the operating agreement of the Merging LLC and the applicable provisions of Chapter 608 of the FLLCA.
3. The Plan has been executed by the Merging LLC and the Surviving LLC, and a copy is attached hereto as Exhibit "A" and made a part hereof. The Plan is on file at the principal business address of the Surviving LLC. A copy of the Plan will be furnished by the Surviving LLC on request and without cost to any member of the Surviving LLC or the Merging LLC.
4. The merger is permitted under the laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization or certificate of formation of any limited liability company that is a party to the merger.

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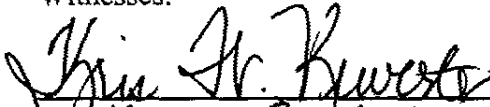
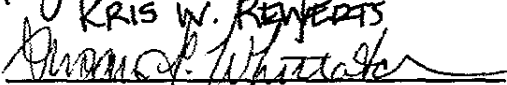
5. The merger shall be effective upon filing of the Certificate of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware.


IN WITNESS WHEREOF, the Surviving LLC and the Merging LLC have each caused this Certificate of Merger to be executed by its authorized representative, as of the 17th day of January, 2007.

SURVIVING LLC

**ST. JOE TIMBERLAND COMPANY OF
DELAWARE, L.L.C.**, a Delaware limited
liability company

Witnesses:

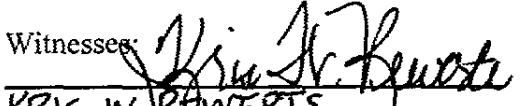
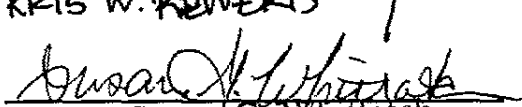

KRIS W. REWERTS

Susan G. Whitlatch


By: 
Name: Michael N. Regan
Title: Manager and Senior Vice President

MERGING LLC

GEORGIA TIMBER, LLC,
a Florida limited liability company

Witnesses:


KRIS W. REWERTS

Susan G. Whitlatch

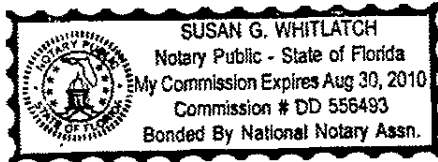
By: 
Name: Michael N. Regan
Title: Manager and Senior Vice President

STATE OF FLORIDA)
) ss
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 17th day of January, 2007, by Michael N. Regan, a Manager and Senior Vice President of St. Joe Timberland Company of Delaware, L.L.C., a Delaware limited liability company, acting on behalf of the Company, who (notary must check applicable box):

- ☒ is/are personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.

{Notary Seal must be affixed}



Susan G. Whitlatch
Signature of Notary
Susan G. Whitlatch

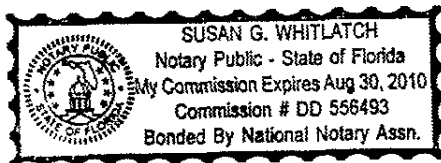
Name of Notary (Typed, Printed or Stamped)
Commission Number (if not legible on seal): _____
My Commission expires (if not legible on seal): _____

STATE OF FLORIDA)
) ss
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this ____ day of January 2007, by Michael N. Regan, a Manager and Senior Vice President of Georgia Timber, LLC, a Florida limited liability company, acting on behalf of the Company, who (notary must check applicable box):

- ☒ is/are personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.

{Notary Seal must be affixed}



Susan G. Whitlatch
Signature of Notary
Susan G. Whitlatch

Name of Notary (Typed, Printed or Stamped)
Commission Number (if not legible on seal): _____
My Commission Expires (if not legible on seal): _____

EXHIBIT "A"

**PLAN AND AGREEMENT OF MERGER
(SEE ATTACHED)**

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger, dated as of January ~~17th~~ 2007, is entered into by and between St. Joe Timberland Company of Delaware, L.L.C., a Delaware limited liability company (the "Surviving LLC"), and Georgia Timber, LLC, a Florida limited liability company (the "Merging LLC").

WITNESSETH:

WHEREAS, the Merging LLC and the Surviving LLC deem it advisable, upon the terms and subject to the conditions set forth herein, that the Merging LLC be merged with and into the Surviving LLC, and that the Surviving LLC be the surviving business entity from and after the merger.

NOW, THEREFORE, it is agreed as follows:

Section 1 – Terms

1.1 On the effective date of the merger (as hereinafter defined), the Merging LLC shall be merged with and into the Surviving LLC, with the Surviving LLC as the surviving business entity.

1.2 Upon the effective date of the merger, all currently issued and outstanding membership interests in the Merging LLC shall, by virtue of the merger and without any action on the part of the members thereof, be cancelled and retired and shall cease to exist and no consideration shall be delivered or deliverable in exchange thereof.

1.3 The members of the Surviving LLC whose membership interests were outstanding immediately prior to the effective date of the merger will hold the same number of membership interests, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

Section 2 – Effective Date

2.1 The merger shall become effective on the date and at the time specified in the Certificate of Merger filed with the Secretary of State of the State of Florida and with the Secretary of State of the State of Delaware, herein sometimes referred to as the "effective date of the merger."

Section 3 – Organizational Documents

3.1 The Certificate of Formation of the Surviving LLC as in effect at the effective date of the merger shall continue to be the Certificate of Formation of the Surviving LLC from and after the merger until further amended pursuant to the provisions of the Delaware Limited Liability Company Act (the "DLLCA"). The present operating agreement of the Surviving LLC shall be the operating agreement of the Surviving LLC from and after the merger and shall continue in full force and effect until amended as therein provided and in the manner prescribed by the provisions of the DLLCA.

Section 4 – Effect of Merger

4.1 The effect of the merger shall be as provided in the applicable provisions of the DLLCA and the Florida Limited Liability Company Act (the "FLLCA"). Without limiting the generality of such provisions, at the effective date of the merger, all the property, interests, assets, rights, privileges, immunities, powers and franchises of the Merging LLC shall vest in the Surviving LLC, and all debts, liabilities, duties and obligations of the Merging LLC shall become the debts, liabilities, duties and obligations of the Surviving LLC.

Section 5 – Amendment and Termination

5.1 At any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware, this Agreement may be amended by the Surviving LLC and the Merging LLC to the extent permitted by Florida or Delaware law.

5.2 At any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware, this Agreement may be terminated and abandoned by the Surviving LLC and the Merging LLC.

Section 6 – Covenants and Agreements

6.1 The parties hereto shall each use reasonable best efforts to take all such action as may be necessary or appropriate to effectuate the merger under the DLLCA and the FLLCA. If, at any time after the effective date of the merger, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving LLC with full right, title and possession to all properties, interest, assets, rights, privileges, immunities, powers, franchises, debts, liabilities, duties and obligations of the Merging LLC, the appropriate officers of the Surviving LLC are fully authorized, in the name of the Merging LLC or otherwise, to take all such lawful and necessary action.


Section 7 – Execution and Effectiveness

7.1 The parties may execute this Agreement in counterparts. Each executed counterpart will be considered an original document, and all executed counterparts, together, will constitute the same agreement.

IN WITNESS WHEREOF, the Surviving LLC and the Merging LLC have each executed this Agreement to be executed by its authorized representative, all as of the date first above written.


SURVIVING LLC

**ST. JOE TIMBERLAND COMPANY OF
DELAWARE, L.L.C.**, a Delaware limited
liability company

By: 
Name: Michael N. Regan
Title: Manager and Senior Vice President

MERGING LLC

GEORGIA TIMBER, LLC,
a Florida corporation

By: 
Name: Michael N. Regan
Title: Manager and Senior Vice President