

THE **P05209**
EDWARD J. DEBARTOLO
CORPORATION

DEBORAH A. ZAHAR
Legal Counsel

March 23, 1998

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-03/26/98--01039--011
****122.50 ****122.50

Florida Department of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, FL 32399

Re: Articles of Merger & Plan of Merger

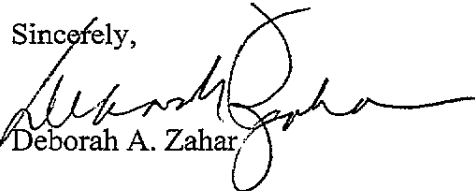
Dear Sir:

Please find enclosed for filing one (1) executed original and one (1) conformed copy of the Articles of Merger and Plan of Merger for the merger of D.L. Grove, Inc., a Florida corporation (Charter #629621), with and into DeBartolo, Inc., an Ohio corporation. DeBartolo, Inc. is the surviving corporation.

We are requesting one (1) certified copy of the certificate of merger, and a check in the amount of \$122.50 is accordingly enclosed [(\$35.00 x 2) + 52.50 (certified fee)].

Thank you for your prompt attention to this matter. If you have any questions, please telephone the undersigned at 330-965-2067.

Sincerely,


Deborah A. Zahar

Encs.

15 MAR 27 1998

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

D. L. GROVE, INC., a Florida corporation, 629621

INTO

DEBARTOLO, INC., an Ohio corporation, P05209

File date: March 26, 1998

Corporate Specialist: Velma Shepard

FILED
98 MAR 26 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

OF

D. L. GROVE, INC.
A Corporation of the State of Florida

AND

DeBARTOLO, INC.
A Corporation of the State of Ohio

Pursuant to the provisions of the Florida Business Corporation Act, including without limitation Section 607.1107, the domestic business corporation and the foreign corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging D.L. Grove, Inc., a corporation organized under and existing by virtue of the laws of the State of Florida, with and into DeBartolo, Inc., a corporation organized under and existing by virtue of laws of the State of Ohio, as adopted by the Board of Directors of D.L. Grove, Inc. by unanimous consent, in lieu of a meeting as permitted by Section 607.0821 of the Florida Business Corporation Act.

2. The sole shareholder of D.L. Grove, Inc. and entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted said Agreement and Plan of Merger by unanimous written consent given by it on February 17, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of D.L. Grove, Inc. with and into DeBartolo, Inc. is permitted by the laws of the State of Ohio and has been authorized in compliance with said laws. The adoption of the Agreement and Plan of Merger by the Board of Directors of DeBartolo, Inc. occurred on February 17, 1998.

4. The effective time and date of the merger herein provided for in the State of Florida shall be on the date of filing of these articles of merger with the Department of State, State of Florida.

Executed on February 27, 1998.

D. L. GROVE, INC.

By: A.D. Wolfcale
A.D. Wolfcale
Vice President, Secretary

DeBARTOLO, INC.

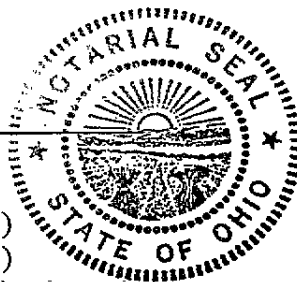
By: Lynn E. Davenport
Lynn E. Davenport
Chief Financial Officer

STATE OF OHIO)
COUNTY OF MAHONING)

The foregoing instrument was acknowledged before me this 27th day of February, 1998, by A. D. Wolfcale, Vice President and Secretary of D.L. Grove, Inc., a Florida corporation, on behalf of said corporation.

Nancy Esparra
Notary Public

My Commission Expires: _____



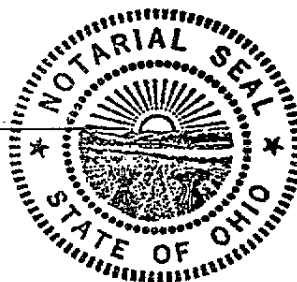
NANCY ESPARRA, NOTARY PUBLIC
State of Ohio
My Commission Expires Jan. 3, 1999

STATE OF OHIO)
COUNTY OF MAHONING)

The foregoing instrument was acknowledged before me this 27th day of February, 1998, by Lynn E. Davenport, Chief Financial Officer of DeBartolo, Inc., an Ohio corporation, on behalf of said corporation.

Nancy Esparra
Notary Public

My Commission Expires: _____



NANCY ESPARRA, NOTARY PUBLIC
State of Ohio
My Commission Expires Jan. 3, 1999

AGREEMENT AND PLAN OF MERGER

OF

D. L. GROVE, INC.
A Corporation of the State of Florida

AND

DeBARTOLO, INC.
A Corporation of the Sate of Ohio

This Agreement and Plan of Merger entered into this 7th day of February, 1998 by and between D.L. Grove, Inc., a corporation organized under and existing by virtue of the laws of the State of Florida, and DeBartolo, Inc., a corporation organized under and existing by virtue of the laws of the State of Ohio.

WITNESSETH that:

WHEREAS, the board of directors of each of said corporations, parties hereto, in consideration of the mutual agreements of each corporation as set forth herein, deem it advisable and generally to the welfare of said corporations and their respective shareholders, that D. L. Grove, Inc., a Florida corporation, be merged into DeBartolo, Inc., an Ohio corporation, as authorized by and pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Ohio, and under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, said D. L. Grove, Inc. was incorporated by the filing of articles of incorporation in the office of the Secretary of State of Florida on the 13th day of July, 1979, assigned charter number 629621, and the maximum number of shares of which said corporation is authorized by its articles of incorporation to issue is five hundred (500) shares of common stock without par value, all of which are issued and outstanding; and

WHEREAS, said DeBartolo, Inc. was incorporated by the filing of articles of incorporation in the office of the Secretary of State of Ohio on the 30th day of December, 1981, assigned charter number 587258, and the maximum number of shares said corporation is authorized to issue by its articles of incorporation, as amended and detailed hereinafter, is one million three hundred thousand (1,300,000), five hundred thousand (500,000) of which shall be Class A common shares without par value, two hundred thousand (200,000) of which shall be Class B non-voting common shares without par value, and six hundred thousand (600,000) of which shall be Preferred shares with a par value of one thousand and 00/100 dollars each; of which the following are issued and outstanding: forty-three thousand (43,000) of said Class A common shares, and one hundred eighty-seven thousand one hundred forty (187,140) of said Class B non-voting common shares; and

WHEREAS, the provisions of the Florida Business Corporation Act, including without limitation Section 607.1107, and the provisions of the General Corporation Law of the State of Ohio, including without limitation Section 1701.78, authorizes the merger set forth herein;

NOW, THEREFORE, the corporations, parties to this agreement, have agreed and do hereby agree as follows:

1. D. L. Grove, Inc., a corporation organized under and existing by virtue of the laws of the State of Florida, shall be and hereby is merged into DeBartolo, Inc., a corporation organized under and existing by virtue of the laws of the State of Ohio, and said DeBartolo, Inc. hereby merges into itself said D. L. Grove, Inc.. DeBartolo, Inc. shall be the continuing and surviving corporation (sometimes hereinafter referred to as the "surviving corporation") and shall be governed by the General Corporation Law of the State of Ohio. Upon the date of the merger contemplated by this Plan and Agreement of Merger shall become effective, the separate existence of D. L. Grove, Inc. (sometimes hereinafter referred to as the "non-surviving corporation") shall cease and said D. L. Grove, Inc. shall be merged into the surviving corporation in accordance with the provisions of the Florida Business Corporation Act and the provisions hereof.

2. The articles of incorporation of the surviving corporation filed with the Secretary of State, State of Ohio, on the 30th day of December, 1981, as amended by the certificate of amendment to said articles filed with the Secretary of State, State of Ohio, on the 3rd day of February, 1982, and as further amended by the certificate of amendment to said articles filed with the Secretary of State, State of Ohio on the 24th day of May, 1982, and as further amended by the certificate of amendment to said articles filed with the Secretary of State, State of Ohio on the 24th day of June, 1992, which have remained unchanged from said latter date to the date hereof, are hereby adopted in toto and at the effective time and date of the merger herein contemplated, shall be the articles of incorporation of the surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Ohio.

3. At the effective date and time of the merger in the State of Ohio, the Restated Code of Regulations (Bylaws) of the surviving corporation adopted October 7, 1994 will be the Code of Regulations of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Ohio.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization, the State of Ohio, shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Code of Regulations (Bylaws) of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of this merger shall be surrendered at the principal offices of the surviving corporation, not converted in any manner, and shall be extinguished. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. Upon the effective date of the merger hereby contemplated, the surviving corporation shall be possessed of all assets and property of every description and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of the non-surviving corporation, including without limitation, all units of interest in that certain Delaware limited partnership, which partnership is the operating entity of a publicly-traded real estate investment trust, and all accounts receivable including those representing indebtedness of the sole shareholder of D. L. Grove, Inc. to said non-surviving corporation, all of which shall be vested in the surviving corporation without further act or deed. Title to any real estate or any interest therein vested in the non-surviving corporation shall not revert in any way or in any way be impaired by reason of such merger.

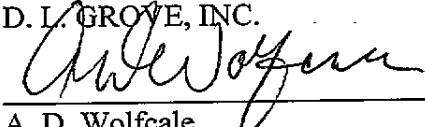
The surviving corporation shall be liable for all of the obligations of the non-surviving corporation, including without limitation, liability to dissenting shareholders, if any. All the rights of creditors of the constituent corporations are preserved unimpaired, and all liens upon property of the constituent corporations are preserved, unimpaired, on only the property affected by such liens immediately prior to the effective date of the merger contemplated herein.

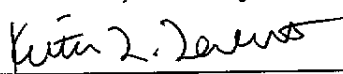
7. The Agreement and Plan of Merger herein made and approved shall be submitted to the sole shareholder of the non-surviving corporation for its approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the State of Ohio, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed the laws of the State of Florida and of the State of Ohio, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The board of directors and proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.


IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger have caused this document to be executed by appropriate officers of each of said corporations under the corporate seals of the respective corporations, by resolution and authority of the board of directors of each corporation, as the respective agreement of each of said corporations, on the day and year first above written.

D. L. GROVE, INC.

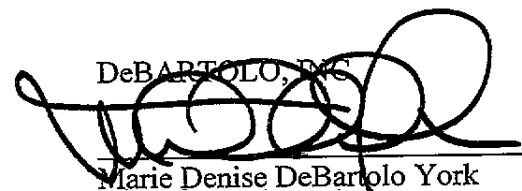

A. D. Wolfcale
Vice President, Secretary


Keith L. Lenhart
Vice President, Controller

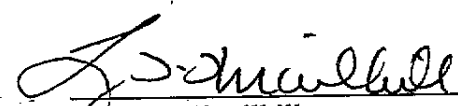
ATTEST:


Nancy Esparra
Assistant Secretary

DeBARTOLO, INC.


Marie Denise DeBartolo York
Chairman


Lynn E. Davenport
Chief Financial Officer


Larry T. Thrailkill
Secretary