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MERGER OR SHARE EXCHANGE

HCP PROPERTIES HOLDINGS, INC.

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ARTICLES OF MERGER
OF
HCP PROPERTIES OF FLORIDA, INC.
(a Florida corporation)
INTO
HCP PROPERTIES HOLDINGS, INC.
(a Delaware corporation)

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The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

It is hereby certified that:

1. HCP Properties Holdings, Inc. (hereinafter sometimes referred to as the "Corporation") is a Delaware corporation.
2. The Corporation is the owner of all of the outstanding shares of common stock of HCP Properties of Florida, Inc., a Florida corporation.
3. The laws of the jurisdiction of organization of HCP Properties of Florida, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. The Corporation hereby merges HCP Properties of Florida, Inc. ("HCP Florida") with and into the Corporation.
6. The Plan of merger was adopted by the sole shareholder and the board of directors of the surviving corporation on April 14, 2006.

{00402364.DOC;1}ARTICLES OF MERGER
OF HCP PROPERTIES OF FLORIDA, INC.
INTO HCP PROPERTIES HOLDINGS

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7. The Plan of merger was adopted by the sole shareholder and the board of directors of the merging corporation on April 14, 2006.

DATED as of the 14th day of April, 2006.

SURVIVING CORPORATION:

HCP Properties Holdings, Inc.

MERGING CORPORATION:

HCP Properties of Florida, Inc.

By: 
Name: Catharine E. Killien
Its: Senior Vice President

By: 
Name: Catharine E. Killien
Its: Senior Vice President

[00400364.DOC;1]ARTICLES OF MERGER
OF HCP PROPERTIES OF FLORIDA, INC.
INTO HCP PROPERTIES HOLDINGS

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PLAN OF MERGER

1. HCP Properties Holdings, Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of HCP Properties of Florida, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges HCP Properties of Florida, Inc. into HCP Properties Holdings, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware.
2. The separate existence of HCP Properties of Florida, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and HCP Properties Holdings, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of HCP Properties of Florida, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of HCP Properties Holdings, Inc. 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 Plan of Merger or of the merger herein provided for.

PLAN OF MERGER

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The parties hereto have duly executed and delivered this PLAN OF MERGER as of the date first set forth above.

DATED as of the 14th day of April, 2006.

SURVIVING CORPORATION:

SOLE SHAREHOLDER:

FA Out-of-State Holdings, Inc.

By: [Signature]
Name: Fay L. Chapman
Its: Senior Executive Vice President

DIRECTORS:

By: [Signature]
Name: Catharine E. Killien

By: _____
Name: David G. Murphy

By: _____
Name: Suzanne M. Krahling

MERGING CORPORATION:

SOLE SHAREHOLDER:

HCP Properties Holdings, Inc.

By: [Signature]
Name: Catharine E. Killien
Its: Senior Vice President

By: [Signature]
Name: Catharine E. Killien

By: _____
Name: David G. Murphy

By: _____
Name: Suzanne M. Krahling

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DATED as of the 14th day of April, 2006.

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SOLE SHAREHOLDER:

FA Out-of-State Holdings, Inc.

By: [Signature]
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Its: Senior Executive Vice President

DIRECTORS:

By: _____
Name: Catharine E. Killien

By: [Signature]
Name: David G. Murphy

By: _____
Name: Suzanne M. Krahling

MERGING CORPORATION:

SOLE SHAREHOLDER:

HCP Properties Holdings, Inc.

By: _____
Name: Catharine E. Killien
Its: Senior Vice President

By: _____
Name: Catharine E. Killien

By: [Signature]
Name: David G. Murphy

By: _____
Name: Suzanne M. Krahling

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SOLE SHAREHOLDER:

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By: [Signature]
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Its: Senior Executive Vice President

DIRECTORS:

By: _____
Name: Catharine E. Killien

By: _____
Name: David G. Murphy

By: [Signature]
Name: Suzanne M. Krahling

MERGING CORPORATION:

SOLE SHAREHOLDER:

HCP Properties Holdings, Inc.

By: _____
Name: Catharine E. Killien
Its: Senior Vice President

DIRECTORS:

By: _____
Name: Catharine E. Killien

By: _____
Name: David G. Murphy

By: [Signature]
Name: Suzanne M. Krahling

PLAN OF MERGER

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