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FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
075350000132

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NAME: LCP REAL ESTATE CORPORATION

AUDIT NUMBER.....H97000021433

DOC TYPE.....MERGER OR SHARE EXCHANGE

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TALLAHASSEE, FLORIDA

*Merger*  
*LF*

P95000014010

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LMP REAL ESTATE CORP., a Florida corporation (Document #P94000025329)

INTO

**LCP REAL ESTATE CORPORATION**, a Florida corporation, P95000014010

File date: December 31, 1997

Corporate Specialist: Louise Flemming-Jackson

FAX AUDIT NO. H97- 21433

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ARTICLES OF MERGER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LCP REAL ESTATE CORPORATION, a Florida corporation (the "Surviving Corporation"), and LMP REAL ESTATE CORP., a Florida corporation (the "Non-surviving Corporation"), hereby state and certify as follows, for the purposes of effecting an agreement and plan of merger between them, pursuant to the requirements of Section 607.1105 of the Florida Business Corporation Act:

1. Attached as Exhibit A is the Agreement and Plan of Merger between the Non-surviving Corporation and the Surviving Corporation, which is hereby incorporated by such reference as if fully herein set forth (the "Plan of Merger").

2. The merger of the Non-surviving Corporation with and into the Surviving Corporation shall become effective at 11:30 p.m. (Eastern Standard Time) on December 31, 1997 (the "Effective Date").

3. The Plan of Merger was duly and unanimously authorized, approved and adopted by the shareholders and Board of Directors of each of the Non-surviving Corporation and the Surviving Corporation by Written Consent thereto dated as of December 24, 1997.

4. Pursuant to the Plan of Merger, as of the Effective Date, the Articles of Incorporation of the Surviving Corporation, as amended, shall be the Articles of Incorporation of the Surviving Corporation.

This instrument prepared by:  
Brian L. Bilzin, Esquire  
Florida Bar No. 244252  
RUBIN BAUM LEVIN CONSTANT  
FRIEDMAN & BILZIN  
2500 First Union Financial Center  
Miami, Florida 33131-2336  
Telephone: 305-374-7580

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 30th day of December, 1997.

NON-SURVIVING CORPORATION:

LMP REAL ESTATE CORP., a  
Florida corporation

By: 

Jeffrey P. Krasnoff  
President

[CORPORATE SEAL]

SURVIVING CORPORATION:

LCP REAL ESTATE CORPORATION, a  
Florida corporation

By: 

Jeffrey P. Krasnoff,  
President

[CORPORATE SEAL]

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") relates to the merger of LMP REAL ESTATE CORP., a Florida corporation (the "Non-surviving Corporation"), with and into LCP REAL ESTATE CORPORATION, a Florida corporation (the "Surviving Corporation").

W I T N E S S E T H :

WHEREAS, the Non-surviving Corporation and the Surviving Corporation wish to enter into a merger agreement according to which the Non-surviving Corporation will merge with and into the Surviving Corporation, and the Surviving Corporation will be the surviving corporation.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

A. The Merger. On the Effective Date (as defined below), the Non-surviving Corporation shall merge with and into the Surviving Corporation (the "Merger"). Immediately following the Merger, the Surviving Corporation shall continue as the surviving corporation, and the separate existence of the Non-surviving Corporation shall cease.

1. Terms and Conditions. The Merger shall become effective at 11:30 p.m. (Eastern Standard Time) on December 31, 1997 (the "Effective Date"), and shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act.

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the surviving corporation.

3. Conversion of Shares.

(a) Each share of common stock, par value \$1.00 per share, of the Non-surviving Corporation issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof.

(b) Each share of common stock, par value \$1.00 per share, of the Surviving Corporation issued and outstanding immediately before the Effective Date shall, by virtue of the

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Merger and the Surviving Corporation being the surviving corporation thereof, and without any action on the part of the holder thereof, continue to exist as one share of common stock, par value \$1.00 per share, of the Surviving Corporation's common stock.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of December 24, 1997.

NON-SURVIVING CORPORATION:

LMP REAL ESTATE CORP., a Florida corporation

By: \_\_\_\_\_  
Jeffrey P. Krasnoff,  
President

SURVIVING CORPORATION:

LCP REAL ESTATE CORPORATION, a Florida corporation

By: \_\_\_\_\_  
Jeffrey P. Krasnoff,  
President