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December 29, 1999

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VIA FEDERAL EXPRESS

Secretary of State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-12/30/99-01084-016
*****70.00 *****70.00

RE: Merger of Real Estate Advisors of Florida, Inc., a Florida corporation into
and with Real Estate Advisors of Florida, Inc., an Ohio corporation *NRV*

Gentlemen:

Enclosed please find an original and two conformed copies of the Articles of Merger by which we are reporting that Real Estate Advisors of Florida, Inc., a Florida corporation, is being merged with and into Real Estate Advisors of Florida, Inc., an Ohio corporation, effective as of the date of filing of these Articles. Accompanying this filing is our firm check in the amount of \$70.00 to cover the filing fee.

Please return a date-stamped copy of the Articles of Merger to me as quickly as possible in the enclosed self-addressed stamped envelope. Thank you.

Merger
1-12-00
nts

Very truly yours,

ARONOFF, ROSEN & HUNT

Mark W. Reis
Mark W. Reis

FILED
99 DEC 30 AM 8:33
TALLAHASSEE, FLORIDA

MWR/nc
Enclosures

cc: Mr. William O. Brisben

ARTICLES OF MERGER
Merger Sheet

MERGING:

REAL ESTATE ADVISORS OF FLORIDA, INC., a Florida corporation,
P95000086671

INTO

REAL ESTATE ADVISORS OF FLORIDA, INC., an Ohio corporation not
qualified in Florida.

File date: December 30, 1999

Corporate Specialist: Doug Spittler

FILED
99 DEC 30 AM 8:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation is:

Name

Real Estate Advisors of Florida, Inc.

Jurisdiction

Ohio

Second: The name and jurisdiction of each merging corporation is:

Name

Real Estate Advisors of Florida, Inc.

Jurisdiction

Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 28, 1999

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 28, 1999

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
 99 DEC 30 AM 8:33
 TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignatureTyped or Printed Name of Individual & Title

Real Estate Advisors of
Florida, Inc., a Florida
corporation

X
X *[Signature]*

William O. Brisben, President.

Karen Yoakum, Secretary

Real Estate Advisors of
Florida, Inc., an Ohio
corporation

X
X *[Signature]*

William O. Brisben, President

Karen Yoakum, Secretary

**PLAN AND AGREEMENT OF REORGANIZATION BY MERGER
OF
REAL ESTATE ADVISORS OF FLORIDA, INC.,
A FLORIDA CORPORATION
WITH AND INTO REAL ESTATE ADVISORS OF FLORIDA, INC.,
AN OHIO CORPORATION**

This is a Plan and Agreement of Merger (the "Agreement") between Real Estate Advisors of Florida, Inc., a Florida corporation ("Merging Corporation") and Real Estate Advisors of Florida, Inc., an Ohio corporation (the "Surviving Corporation").

ARTICLE I

PLAN OF MERGER

1.1 **The Plan.** A Plan of Merger of the Merging Corporation into and with the Surviving Corporation, pursuant to the provisions of Title 17 of the Ohio Revised Code is adopted as follows:

- A. The Merging Corporation shall be merged with and into the Surviving Corporation. The Surviving Corporation is incorporated under and governed by the laws of the State of Ohio.
- B. The name of the Surviving Corporation shall remain Real Estate Advisors of Florida, Inc.
- C. On the Effective Date (as defined below), the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Merging Corporation and shall be subject to all of the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of

each of the constituent corporations shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

D. The Surviving Corporation will carry on business with the assets of the Merging Corporation as well as with its own assets.

E. On the Effective Date, the shareholders of the Merging Corporation will surrender all of their respective shares of the Merging Corporation in the manner set forth below.

F. In exchange for the shares of the Merging Corporation surrendered by its shareholders, the Surviving Corporation will issue and transfer to each of said shareholders one share of its common stock having no par value.

G. The Articles of Incorporation of the Surviving Corporation, as they exist on the Effective Date, shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed as provided in the Articles or as may be provided by law.

1.2 Effective Date. The effective date of the merger (the "Effective Date") shall be the date of filing of the Certificate of Merger with the Ohio Secretary of State, which is anticipated to be on or before December 31, 1999.

ARTICLE II

COVENANTS, ACTIONS AND OBLIGATIONS BEFORE THE EFFECTIVE DATE

2.1 Business as Usual. Pending consummation of the merger, each of the constituent corporations will carry on its business in substantially the same manner as before and will use its

best efforts to maintain its business organization intact, to retain its present employees, and to maintain its relationships with suppliers and other business contacts.

2.2 Submission to Shareholders and Filings. This Agreement shall be submitted separately to the shareholders of the constituent corporations in the manner provided by the laws of the State of Ohio for said shareholders' approval.

2.3 Condition Precedent to Obligations. All of the obligations of each of the constituent corporations are subject to receipt of the approval of this Agreement by the holders of at least 67% of the outstanding shares of each of the constituent corporations, and the performance by each of the constituent corporations of all agreements and other conditions required by this Agreement to be performed and complied with on or before the Effective Date.

ARTICLE III

MANNER OF CONVERTING SHARES

3.1 Exchange. The shareholders of the Merging Corporation shall surrender their respective share certificates to the Secretary of the Surviving Corporation on the Effective Date, properly endorsed, in exchange for one (1) additional share of the Surviving Corporation. A share certificate shall be issued and delivered to each of the shareholders by the Surviving Corporation promptly after said surrender.

ARTICLE IV

DIRECTORS AND OFFICERS

4.1 Directors and Officers. On the Effective Date, the Directors and Officers of the Surviving Corporation shall remain in place and shall continue to be the Directors and Officers of

the Surviving Corporation following the Effective Date. They shall continue to serve until their respective successors have been duly elected and appointed and are qualified.

ARTICLE V

ARTICLES AND CODE OF REGULATIONS

5.1 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as it exists on the Effective Date, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed as provided in the Articles or as provided by law.

5.2 Code of Regulations. The Code of Regulations of the Surviving Corporation, as it exists on the Effective Date, shall continue in full force and effect as the Code of Regulations of the Surviving Corporation until altered, amended or repealed as provided in the Code or as provided by law.

5.3 Termination. This Agreement may be terminated and the merger may be abandoned at any time before the Effective Date by the mutual consent of the Board of Directors of the constituent corporations or at the election of the Board of Directors of either of the constituent corporations if the number of shareholders of either constituent corporation or of both, dissenting from the merger shall be so large as to make the merger, in the opinion of either Board of Directors, inadvisable or undesirable; or if any material litigation or proceeding shall be instituted or threatened against either constituent corporation, or any of its assets, that in the opinion of either Board of Directors renders the merger inadvisable or undesirable; or in the event there shall have been, in the opinion of either Board of Directors, any materially adverse change in the business or conditions, financial or otherwise, of either of the constituent corporations.

5.4 Notice of Termination. If an election is made to terminate this Agreement and abandon the merger, the officers of the constituent corporation whose Board of Directors has made the election, shall give immediate written notice of the election to the other constituent corporation. Upon the giving of such notice as provided in this Article V, this Agreement shall terminate and the proposed merger shall be abandoned.

ARTICLE VI

MISCELLANEOUS

6.1 Further Assurances. Each of the constituent corporations agrees that it will execute and deliver, or cause to be executed and delivered, as and when requested by the other constituent corporation or by its successors and assigns, all instruments and other documents which are necessary or desirable to vest in, to perfect in, or to conform of record or otherwise vest title to and possession of all the property, rights, privileges, powers and franchises referred to in Article I of this Agreement in the Surviving Corporation and to otherwise carry out the intent and purposes of this Agreement.

6.2 Entire Agreement. This Agreement contains the entire agreement between the parties with regard to the contemplated transaction.

6.3 Controlling Law. The validity, interpretation and performance of this Agreement shall be governed by, construed and enforced in accordance with the laws of the State of Ohio.

IN WITNESS WHEREOF, the parties have executed this Agreement on the 28th day of December, 1999 at Cincinnati, Ohio.

REAL ESTATE ADVISORS OF FLORIDA, INC.,
a Florida corporation

By: _____
William O. Brisben, President

REAL ESTATE ADVISORS OF FLORIDA, INC.,
a Ohio corporation

By: _____
William O. Brisben, President

CERTIFICATION

The undersigned, being the Secretary of each of the constituent corporations, hereby certifies that all of the shareholders and all of the directors of each constituent corporation approved and adopted this Agreement by their unanimous written consent on December 28, 1999 pursuant to the provisions of F.S.A. §§607.0821 and 607.0704 and the provisions of O.R.C. §1701.54.

REAL ESTATE ADVISORS OF FLORIDA, INC.,
a Florida corporation and
REAL ESTATE ADVISORS OF FLORIDA, INC.,
an Ohio corporation

By: _____
Karen Yoakum, Secretary