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FILE No.071 12/30/03

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PAGE 1/ 10

Division of Corporations

Page 1 of 1

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To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-0925
Fax Number : (850) 521-0925

MERGER OR SHARE EXCHANGE

DARBY DEVELOPMENT LLC

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$87.50

\$1000

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Darby Development Corporation 210 Route 4 East Paramus, NJ 07652	Florida	CORP.
Florida Document/Registration Number: P97000958571		FBI Number: 65-0777416
2. Darby Development LLC 210 Route 4 East Paramus, NJ 07652	Delaware	LLC
Florida Document/Registration Number: n/a		FBI Number: 65-0777416
3.		
Florida Document/Registration Number:		FBI Number:
4.		
Florida Document/Registration Number:		FBI Number:

(Attach additional sheet(s) if necessary)

H03000344183 3

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Darby Development LLC	Delaware	LLC
210 Route 4 East		
Paramus, NJ 07652		
Florida Document/Registration Number: <u>n/a</u>	FEI Number: <u>65-0777416</u>	

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Darby Development Corporation	Florida
Darby Development LLC	Delaware

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Darby Development LLC	Delaware

THIRD: The terms and conditions of the merger are as follows:

See Exhibit A attached hereto

(Attach additional sheet(s) if necessary)

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See attached Exhibit A

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

See attached Exhibit A

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

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FILE No.071 12/30 '03 17:29 ID:CSC TALLAHASSEE

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PAGE 7/ 10

H03000344183 3

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)/managing members are as follows:

Merchandise Mart Properties, Inc.
222 Merchandise Mart Plaza
Suite 1450
Chicago, IL 60654

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger:

n/a

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Exhibit A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into as of December 30, 2003 by and between Darby Development Corporation, a Florida corporation (the "Corporation"), and Darby Development LLC, a Delaware limited liability company (the "Darby").

WHEREAS, the Corporation and Darby have agreed to merge as contemplated herein; and

WHEREAS, the Corporation and Darby are both owned by Merchandise Mart Properties, Inc.

NOW, THEREFORE, the parties to this Agreement hereby agree as follows:

1. **The Merger.** Upon the terms and subject to the conditions set forth herein, and in accordance with Section 18-209(e) of the Delaware Limited Liability Company Act ("DLLCA") and Section 607.1108 of the Florida Business Corporation Act, as amended ("FBCA"), the Corporation shall be merged with and into Darby (the "Merger"). Following the Merger, Darby shall continue as the surviving entity with its principal place of business located at 7401 Estero Boulevard, Fort Myers Beach, Florida and the separate existence of the Corporation shall cease.

2. **Treatment of the Corporation Stock.** All of the issued and outstanding stock of the Corporation immediately prior to the Effective Time (the "Stock") shall be cancelled without further action.

3. **Effective Time.** The Merger shall become effective at the time of filing the Certificate of Merger and Articles of Merger with the Delaware Secretary of State and the Florida Secretary of State in accordance with the relevant provisions of the DLLCA and the FBCA (the time of the completion of such filing being the "Effective Time").

4. **Certificate of Formation and Operating Agreement.** Upon consummation of the Merger at the Effective Time, the Certificate of Formation of Darby in effect immediately prior to the Effective Time shall thereafter continue in full force and effect, until amended or provided therein or by law.

5. **Filing.** As soon as practicable after the approval and adoption of this Agreement has been obtained, the parties hereto shall cause to be executed in the manner required by the DLLCA and the FBCA and delivered to the Secretary of State of each of Delaware and Florida such documents as shall effect the Merger under the laws of Delaware and Florida, and the parties shall cause to be performed all necessary acts within the States of Delaware and Florida and elsewhere to effect the Merger. The officers of the Corporation and the sole member of Darby are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and 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 or of the Merger.

6. **Miscellaneous.**

6.1. **Counterparts.** This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same Agreement.

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APPROVE
AND
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FILE No.071 12/30 '03 17:30 ID:CSC TALLAHASSEE

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PAGE 9/ 10

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5.2. Governing Law. This Agreement shall be construed in accordance with and be governed by the laws of the State of Delaware, without giving effect to any choice of law principles.

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FILE No.071 12/30 '03 17:30 ID:CSC TALLAHASSEE

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PAGE 10/ 10

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IN WITNESS WHEREOF, each of the parties has caused this Agreement to be executed on its behalf by its officers or members thereunto duly authorized, all as of the day and year first above written.

DARBY DEVELOPMENT CORPORATION

By: *Joseph Mannow*
Joseph Mannow
Vice President

DARBY DEVELOPMENT, LLC

Merchandise Mart Properties, Inc.

By: *Joseph Mannow*
Joseph Mannow
Executive Vice President

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