



THE UNITED STATES  
CORPORATION  
COMPANY

P98000070521

ACCOUNT NO. : 072100000032

REFERENCE : 348838 4320758

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 78.75

ORDER DATE : August 20, 1999

ORDER TIME : 2:30 PM

ORDER NO. : 348838-005

CUSTOMER NO: 4320758

900002965999--3

CUSTOMER: Ms. Deborah Davison  
McCullough Sherrill, LLP  
1409 Peachtree Street

Atlanta, GA 30309

Merger

ARTICLES OF MERGER

PARKING ASSOCIATES, INC.

INTO

SOUTHEASTERN CENTERS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

FILED  
99 AUG 20 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 AUG 20 PM 3:15  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DR

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PARKING ASSOCIATES, INC., a Florida corporation P98000070521

,

INTO

**SOUTHEASTERN CENTERS, INC.**, a Georgia corporation not qualified in  
Florida

File date: August 20, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER  
OF  
PARKING ASSOCIATES, INC.  
AND  
SOUTHEASTERN CENTERS, INC.

FILED  
99 AUG 20 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging PARKING ASSOCIATES, INC. with and into SOUTHEASTERN CENTERS, INC.
  2. The shareholders of SOUTHEASTERN CENTERS, INC. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on August 19, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
  3. The merger of PARKING ASSOCIATES, INC. with and into SOUTHEASTERN CENTERS, INC. is permitted by the laws of the jurisdiction of organization of SOUTHEASTERN CENTERS, INC. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of SOUTHEASTERN CENTERS, INC. was August 19, 1999.
  4. The effective time and date of the merger herein provided for in the State of Florida shall be \_\_\_\_\_ m. on August 20, 1999.
- Executed on August 19, 1999.

PARKING ASSOCIATES, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

SOUTHEASTERN CENTERS, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**PLAN OF MERGER  
OF  
PARKING ASSOCIATES, INC.  
WITH AND INTO  
SOUTHEASTERN CENTERS, INC.**

**PLAN OF MERGER** by and between **SOUTHEASTERN CENTERS, INC.**, a Georgia corporation (herein "Surviving Corporation") and **PARKING ASSOCIATES, INC.**, a Florida corporation (herein "Merging Corporation").


1. The Merging Corporation shall be merged into the Surviving Corporation.
2. Each issued share of the Merging Corporation when the merger takes effect shall be converted into sufficient shares of the Surviving Corporation such that the Surviving Corporation is owned in terms of total outstanding stock as follows: Kevin O'Neill, 11%, Timothy J. O'Neill, Sr., 50%, and Julia C. O'Neill, 39%.
3. The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by this merger. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued when the merger takes effect shall continue to represent one issued share of the Surviving Corporation.
4. The Articles of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Articles of Incorporation of the Surviving Corporation and said Articles of Incorporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the Georgia Business Corporation Code.
5. The by-laws of the Surviving Corporation as now in effect will be the by-laws of the Surviving Corporation and shall continue in full force and effect until amended as therein provided and in the manner prescribed by the provisions of the Georgia Business Corporation Code.
6. The sole director and officers of the Surviving Corporation shall be the sole director and officers of the Surviving Corporation, all of whom shall hold their directorships and/or offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation and the Georgia Business Corporation Code.
7. The Merging Corporation shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the merger.
8. The effect of the merger is prescribed by law.

9. The merger shall be effective as of the date of filing of the Articles of Merger with the Secretary of State of Georgia.

Executed this 19<sup>th</sup> day of August, 1999.


SOUTHEASTERN CENTERS, INC.

By:

  
Name: T.J. O'NEILL  
Title: V.P.

PARKING ASSOCIATES, INC.

By:

  
Name: T.J. O'NEILL  
Title: PRES.