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MERGER OR SHARE EXCHANGE

EQUITY ONE (FLORIDA PORTFOLIO) INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
EQUITY ONE (MARINER) INC.
WITH AND INTO
EQUITY ONE (FLORIDA PORTFOLIO) INC.**

Pursuant to the provisions of the Florida Business Corporation Act, Equity One (Mariner) Inc. a Florida corporation (Document Number P00000085148) ("Mariner") and Equity One (Florida Portfolio) Inc., a Florida corporation (Document Number P99000048455) (the "Survivor"), adopt the following Articles of Merger for the purpose of merging Mariner with and into the Survivor.

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted by the Board of Directors and the shareholders of each Mariner and the Survivor by unanimous written consent each dated as of October 16, 2008.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 16th day of October, 2008.

**EQUITY ONE (FLORIDA PORTFOLIO) INC.
EQUITY ONE (MARINER) INC.**

By: _____

Arthur L. Gallagher,
Vice President and Secretary

Exhibit A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of October 16, 2008, between Equity One (Mariner) Inc., a Florida corporation and ("Mariner") and Equity One (Florida Portfolio) Inc., a Florida corporation ("EOFP" or the "Surviving Corporation").

Mariner and EOFP desire to effect the statutory merger of Mariner with and into EOFP, with EOFP to survive such merger.

1. **Constituent Company.** Mariner and EOFP shall be parties to the merger (the "Merger") of Mariner with and into EOFP.
2. **Terms and Conditions of Merger.** Mariner shall, pursuant to the provisions of the laws of the State of Florida, be merged with and into EOFP, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the merger, as set forth in paragraph 7 (the "Effective Date"), the existence of Mariner shall cease. On the Effective Date, EOFP shall assume the obligations of Mariner.
3. **Conversion of Shares.** Upon the Effective Date, the Common Stock of Mariner presently issued and outstanding shall be retired. Upon the Effective Date, each share of capital stock of EOFP that is issued and outstanding immediately prior to the Effective Date shall continue to be outstanding at and after the Effective Date as shares of the Surviving Corporation.
4. **Articles of Incorporation.** The Articles of Incorporation of EOFP as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect, until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
5. **Bylaws.** The Bylaws of EOFP as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect, until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
6. **Directors and Officers.** The directors and officers of the EOFP in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of who shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.
7. **Effective Date.** The Merger shall become effective on the date on which the Articles of Merger have been filed with the Secretary of State of the State of Florida.
8. **Amendment and Plan of Merger.** The Board of Directors and the Shareholders of each of Mariner and EOFP, as applicable, are authorized to amend this Plan of Merger at any time prior to the Effective Date.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of the 16th day of October, 2008.

EQUITY ONE (FLORIDA PORTFOLIO) INC.
EQUITY ONE (MARINER) INC.

By: 

Arthur L. Gallagher
Vice President and Secretary