



V06028

ACCOUNT NO. : 072100000032

REFERENCE : 702882 7057A

AUTHORIZATION : *Patricia Pujot*

COST LIMIT : \$ 70.00

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

00 MAY 19 PM 3:24

FILED

ORDER DATE : May 18, 2000

ORDER TIME : 11:50 AM

ORDER NO. : 702882-015

CUSTOMER NO: 7057A

900003259209--0

CUSTOMER: Ms. Ellie Halperin
Levy Kneen Mariani Curtin
Suite 1000
1400 Centrepark Boulevard
West Palm Beach, FL 33401

ARTICLES OF MERGER

W.X. PROPERTIES, INC.

INTO

W.X. REALTY CORP.

*Merger
5-19-00
PRS*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY 19 PM 12:24

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

W.X. PROPERTIES, INC., a Florida corporation, V06028

INTO

W.X. REALTY CORP., a Delaware corporation not qualified in Florida.

File date: May 19, 2000

Corporate Specialist: Doug Spitler

Account number: 072100000032

Account charged: 70.00

FILED

00 MAY 19 PM 3:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

**ARTICLES OF MERGER
OF
W.X. PROPERTIES, INC.,
A FLORIDA CORPORATION
INTO
W.X. REALTY CORP.,
A DELAWARE CORPORATION**

Pursuant to Section 607.1107 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

(1) W.X. Properties, Inc., a Florida corporation ("Florida Corporation") shall be merged, in accordance with Section 607.1107 of the Florida Business Corporation Act and Section 252 of the General Corporation Law of the State of Delaware, with and into W.X. Realty Corp., a Delaware corporation ("the "Company"), which shall be the surviving corporation (the "Merger"). The Company, as such surviving corporation, is referred to herein as the "Surviving Corporation".

(2) At the Effective Time (which shall be such time as these Articles of Merger are filed with the Department of State of Florida), by virtue of the Merger and without any action on the part of the sole stockholder of the Florida Corporation, each issued and outstanding share of common stock, par value \$0.01 per share, of the Florida Corporation ("Florida Corporation Common Stock") shall be converted into one share of common stock, par value \$0.01 per share, of the Surviving Corporation.

(3) The articles of incorporation of the Company, as in effect immediately prior to the Effective Date of the Merger, shall be the articles of incorporation of the Surviving Corporation unless and until the same shall be amended in accordance with the General Corporation Law of the State of Delaware and such articles of incorporation.

SECOND: The Merger shall be effective upon the filing of these Articles of Merger with the Department of State of the State of Florida and the filing of the Certificate of Merger with the Secretary of State of the State of Delaware.

THIRD: The plan of merger was adopted by the Board of Directors of the Delaware Corporation on May 15, 2000 and was adopted by the Board of Directors and

the sole Shareholder of the Florida Corporation on May 15, 2000, Approval of the Merger of the shareholders of the Delaware Corporation was not required.

Signed this 17th day of May, 2000.

W.X. PROPERTIES, INC., a Florida corporation

By: Elaine Hauff
print name Elaine Hauff
its Vice President

W.X. REALTY CORP., a Delaware corporation

By: Elaine Hauff
print name Elaine Hauff
its Vice President