

V24062

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

ATTN: Susan Payne

From: Account Name : CORPORATION SERVICE COMPANY/hzc
Account Number : T20000000195
Phone : (850) 521-1000 x 2908
Fax Number : (850) 558-1575

refaxing w/ corrections

MERGER OR SHARE EXCHANGE

MALL OF AMERICA FAN CLUB, INC.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$1,330.00

RECEIVED
05 DEC 15 AM 8:00
DIVISION OF CORPORATIONS

FILED
05 DEC 13 PM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

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*Originally
received 12/13*

EFFECTIVE DATE
12/31/05

ARTICLES OF MERGER
OF
EACH OF THE CORPORATIONS LISTED ON EXHIBIT A ANNEXED HERETO
AND
MALL OF AMERICA FAN CLUB, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging each of the corporations listed on Exhibit A annexed hereto with and into Mall of America Fan Club, Inc. as approved by the Board of Directors of each of the corporations listed on Exhibit A annexed hereto on December 9, 2005, and adopted at a meeting by the Board of Directors of Mall of America Fan Club, Inc. on December 9, 2005.

2. The merger of each of the corporations listed on Exhibit A annexed hereto with and into Mall of America Fan Club, Inc. is permitted by the laws of the jurisdiction of organization of Mall of America Fan Club, Inc., and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Mall of America Fan Club, Inc. was December 9, 2005.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on December 31, 2005.

EFFECTIVE DATE
12/31/05

FILED
05 DEC 13 PM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLBCD-ARTICLES OF MERGER S-P D-F 10/20/05 (FLDS277)

Executed on December 9, 2005

Each of the Corporations Listed on Exhibit A Annexed Hereto

By: Donna Wangenstein
Name: Donna Wangenstein
Capacity: Vice President

Mall of America Fun Club, Inc.

By: Marc G. Schaback
Name: Marc G. Schaback
Capacity: Vice President & Assistant Secretary

DEC. 13. 2005 12:06PM CORPORATION SERVICE COMPANY

TOR#	CORPORATE NAME	STATE	PARENT	CONTACT ADDRESS
161	Pembroke Lakes Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
165	Boynton Beach Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
167	Malabar Square Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
193	Mall of America Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
203	Regency Square Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
250	Orange Park (FLA.) Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
262	Palm Beach Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
283	Mall of 163rd St. Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
284	Tyone Square Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
289	Edison Mall Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
331	University Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
354	Ocala Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
375	Regency Square Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
378	Eagle Ridge Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
414	Miami Eagle Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
443	Broward Mall Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
445	Governor's Square Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
451	Florida Mall Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
452	Coast Square Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
454	Miami Island Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
455	Cypress Ridge Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
531	Gulf View Square Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
580	Dolphin Mall Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
723	Aventura Fan Club, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
736	Metairie Square Fan Club, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
737	Westland-Highland Fan Club, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
745	Metairie International Fan Club, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
753	Sanjose Fan Club, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
835	Orlando Square Mall Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
855	Treasure Coast Mall Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
884	Cardova Mall Foundation, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
778	Coastland Fan Club, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430
756	Countywide Fan Club, Inc.	FL	Mall of America Fan Club, Inc.	933 Macarthur Blvd., Metairie, NJ 07430

12/7/2005

EXHIBIT A

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PLAN OF MERGER

1. Mall of America Fan Club, Inc., which is a business corporation of the State of Minnesota and is the parent corporation and the owner of all of the outstanding shares of each of the corporations listed on Exhibit A annexed hereto, each of which is a business corporation of the State of Florida and each of which is a subsidiary corporation, hereby merges each of the corporations listed on Exhibit A annexed hereto into Mall of America Fan Club, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Mall of America Fan Club, Inc.
2. The separate existence of each of the corporations listed on Exhibit A annexed hereto shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Mall of America Fan Club, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of each of the corporations listed on Exhibit A annexed hereto shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Mall of America Fan Club, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 Plan of Merger or of the merger herein provided for.

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DEC. 13, 2005 12:06PM

CORPORATION SERVICE COMPANY

ORE #	CORPORATE NAME	STATE	PARENT	CONTACT ADDRESS
161	Perinade Lakes Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
166	Boynston Beach Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
167	Lakehead Square Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
180	Mall of America Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
209	Regency Square Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
250	Orange Park (FLA) Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
262	Paint Beach Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
283	Mall at 183rd St. Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
284	Tyrene Square Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
288	Edison Mall Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
331	University Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
354	Ocala Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
375	Regency Square Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
376	Engle Ridge Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
414	Milani Flyder Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
443	Broward Mall Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
446	Governor's Square Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
451	Florida Mall Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
452	Corral Square Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
454	Marriott Island Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
455	Culter Ridge Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
531	Gulf View Square Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
566	Daphnia Mall Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
723	Adventure Fan Club, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
736	Melbourne Square Fan Club, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
737	Westland-Hickory Fan Club, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
745	Marine International Fan Club, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
763	Sawgrass Fan Club, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
835	Desoto Square Mall Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
855	Treasure Coast Mall Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
894	Cordova Mall Foundation, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
778	Coastland Fan Club, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430
758	Countryside Fan Club, Inc.	FL	Mall of America Fan Club, Inc.	833 Macarthur Blvd., Metairie, NJ 07430

EXHIBIT A

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