

V57729

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERMALL DEVELOPMENT CORPORATION, a Florida corporation V21080
SOUTH EAST FINANCIAL ASSOCIATES, INC., a Florida corporation S34783

INTO

CENTERMALL, INC., a Florida corporation, V57729

File date: January 8, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 157.50

**Articles of Merger
of
Centermall, Inc.; Amermall Development Corporation
and
South East Financial Associates, Inc.**

98 JAN -8 PM 3:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Centermall, Inc., Amermall Development Corporation and South East Financial Associates, Inc., all Florida corporations (collectively the "Constituent Corporations"), acting in compliance with the provisions of §607.1105 of the Florida Statutes, hereby certify as follows:

1. A plan of merger has been approved by the board of directors of each of the Constituent Corporations. A copy of the Agreement and Plan of Merger, dated January 7, 1998, setting forth the terms of the merger, is attached hereto as Exhibit A and made a part hereof.

2. The effective date of the merger shall be the date these Articles of Merger are filed with the Florida Secretary of State.

3. The plan of merger was adopted and approved by the board of directors and all of the shareholders of each of the Constituent Corporations effective as of January 7, 1998.

Effective: January 7, 1998.

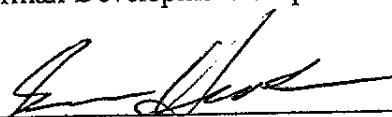
South East Financial Associates, Inc.

By: 
George W. Heaton, Vice President

Centermall, Inc.

By: 
George W. Heaton, Vice President

Amermall Development Corporation

By: 
George W. Heaton, Vice President

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger ("Agreement"), effective as of January 7, 1998, by and among Centermall, Inc. ("Centermall"), Amermall Development Corporation ("Amermall") and South East Financial Associates, Inc. ("South East").

BACKGROUND INFORMATION

The board of directors of each of Amermall, South East and Centermall, by affirmative vote of a majority of the members of each such board furnished at a meeting properly noticed and convened to consider and act upon such issue or by unanimous written consent of the members of the Board of Directors, has determined that it is advisable and to the advantage of each such corporation and its respective shareholders that South East and Amermall be merged into Centermall, at the conclusion of which Centermall, shall remain as the surviving or resulting entity and the corporate existence of South East and Amermall shall terminate and expire. In furtherance thereof, each board has approved and adopted the terms of this Agreement, and have recommended the adoption of this plan of merger, and its underlying transactions, by the shareholders of each entity. Accordingly, in consideration of the representations, covenants, agreements and other provisions set forth herein, Amermall, Centermall and South East hereby agree to effect a statutory merger of Amermall, Centermall and South East (collectively the "Constituent Corporations") as follows:

OPERATIVE PROVISIONS

1. Merger. In accordance with applicable provisions of the Florida Business Corporation Act, at the Effective Date (as defined below), Amermall and South East, both Florida corporations, shall be merged with and into Centermall, a Florida corporation (the "Merger") and Centermall, a Florida corporation shall constitute the surviving and resulting corporation of such Merger (Centermall being hereinafter sometimes referred to as the "Surviving Corporation"). The separate and corporate existence of each of South East and Amermall shall cease and Centermall shall continue its corporate existence pursuant to the laws of Florida under its present name.

2. Effective Date. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Secretary of State's Office (the "Effective Date").

3. Surviving Corporation. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. Non-Merger of Centermall Subleasehold Interest. South East is the owner of

certain real estate situated in Hillsborough County, Florida (the "Property"), presently leased to Montgomery Ward & Co., Incorporated, pursuant to that certain Lease Agreement dated as of June 1, 1973, as amended, and recorded in O.R. Book 2702, at Page 33, of the Public Records of Hillsborough County, Florida; all or a portion of which Property has been subleased by Montgomery Ward & Co., Incorporated, to Centermall pursuant to that certain unrecorded sublease (the "Centermall Sublease") dated July 14, 1993. It is not intended by this Agreement or the merger of Amermall, South East and Centermall effected hereby that Centermall's subleasehold interest in the Property pursuant to the Sublease be merged into and with the fee simple interest in the Property and other properties owned by the Surviving Corporation following the merger effected hereby, but rather that the Sublease, and Centermall's right, title and interest as sublessee thereunder, survive the merger effected hereby.

5. Obligations. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

6. Terms of the Merger. Upon the Effective Date of the Merger all of the issued and outstanding shares of the common capital stock of South East and Amermall shall be deemed cancelled and voided, and upon the surrender of the applicable certificate(s) evidencing such shares being surrendered to Centermall, the shares of the common stock of South East outstanding prior to the Merger will be transformed and converted into an aggregate of 100 shares of the common capital stock of Centermall and the shares of the common stock of Amermall outstanding prior to the Merger will be transformed and converted into an aggregate of 100 shares of the common capital stock of Centermall (collectively, the "Centermall Shares").

7. Articles of Incorporation. The articles of incorporation of Centermall in effect immediately prior to the Effective Date shall continue without change and be the articles of incorporation of the Surviving Corporation.

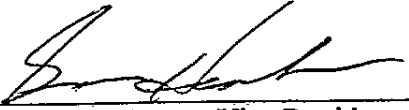
8. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original.

In witness whereof, Amermall, South East and Centermall have caused this Agreement and Plan of Merger to be executed by their respective officers thereunto duly authorized as of the date first written above.


South East Financial Associates, Inc.

By: 
George W. Heaton, Vice President

Centermall, Inc.

By: 
George W. Heaton, Vice President

Amermall Development Corporation

By: 
George W. Heaton, Vice President

0142045.01

V57729



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 661589 7132222

AUTHORIZATION :

COST LIMIT : \$ 122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN -8 PM 3:26

FILED

ORDER DATE : January 8, 1998

ORDER TIME : 9:52 AM

ORDER NO. : 661589-005

CUSTOMER NO: 7132222

CUSTOMER: Ms. Amy Caulk
The Heaton Companies
Suite 108
215 Fifth Street
West Palm Beach, FL 33401

Merger

100002393621--3

ARTICLES OF MERGER

AMERMALL DEVELOPMENT
CORPORATION; SOUTH EAST
FINANCIAL ASSOCIATES, INC.

INTO

Name	CENTERMALL, INC.
Availability	1/8/98
Document	
Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
CERTIFIED COPY	
PLAIN STAMPED COPY	
Acknowledgement	<i>[Signature]</i>
CONTACT PERSON	Christopher Smith
W.P. Verlyer	

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED
98 JAN -8 AM 10:47
DIVISION OF CORPORATION