

V64084

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200066475542

EFFECTIVE DATE
02-27-06

02/24/06--01056 -003 **157.50

FILED

2006 FEB 24 PM 2:10

FILED

Marger

G. Conkling MAR 03 2006



SYNOVUS

A provider of
Financial Management Services

MARY MAURICE YOUNG
Staff Attorney
(706) 644-2748
marymauriceyoung@synovus.com

February 22, 2006

VIA OVERNIGHT MAIL

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: *Filing of Articles of Merger of Imaginative Investments, Inc., a Florida corporation, with and into Giants Property, Inc., a Florida corporation*

Filing of Articles of Merger of Giants Property, Inc., a Florida corporation, with and into Synovus Bank of Tampa Bay, a Florida banking corporation

Ladies and Gentlemen:

Enclosed herewith please find the following documents filed in accordance with the Florida Business Corporation Act:

1. One original and two copies of the Articles of Merger and Agreement and Plan of Merger of Imaginative Investments, Inc., a Florida corporation, with and into Giants Property, Inc., a Florida corporation, with such merger to be effective at 8:00 a.m., local time, on February 27, 2006;
2. One original and two copies of the Articles of Merger and Agreement and Plan of Merger of Giants Property, Inc., a Florida corporation, with and into Synovus Bank of Tampa Bay, a Florida banking corporation, with such merger to be effective after the close of business on February 27, 2006; and
3. A check in the amount of \$157.50 payable to the Department of State in payment of the filing fees for the foregoing Articles of Merger and certified copies thereof.

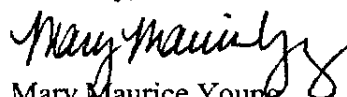
Page Two
Department of State of Florida
February 22, 2006

Please return the certified copies to my attention at the following address:

Mary Maurice Young
General Counsel's Office
Synovus Financial Corp.
P.O. Box 120
Columbus, GA 31902-0120

If you have any questions regarding these filings, please do not hesitate to call me.

Sincerely,


Mary Maurice Young

Enclosures

**ARTICLES OF MERGER
OF GIANTS PROPERTY, INC.
AND IMAGINATIVE INVESTMENTS, INC.**

I.

These Articles of Merger are filed in connection with the merger of Imaginative Investments, Inc., a corporation organized and existing under Florida law, with and into Giants Property, Inc., a corporation organized and existing under Florida law. The surviving entity of the merger is Giants Property, Inc.

II.

The executed Agreement and Plan of Merger is attached hereto as Exhibit A.

III.

The Agreement and Plan of Merger was adopted by the Board of Directors of Giants Property, Inc. on February 21, 2006.

IV.

The Agreement and Plan of Merger was not required to be approved by the shareholders of Giants Property, Inc. or Imaginative Investments, Inc.

V.

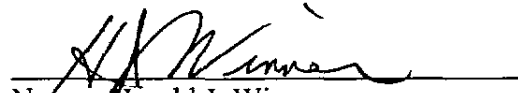
The merger of Imaginative Investments, Inc. with and into Giants Property, Inc. shall be effective at 8:00 a.m., local time, on February 27, 2006.

[Remainder of page intentionally blank]

FILED
2006 FEB 24 PM 2:10
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
02-27-06

IN WITNESS WHEREOF, Giants Property, Inc. has caused these Articles to be executed under its corporate seal, by its duly authorized corporate officer, as of this 21st day of February, 2006.

GIANTS PROPERTY, INC.

A handwritten signature in dark ink, appearing to read "H. J. Winner", is written over a horizontal line.

Name: Harold J. Winner

Title: President

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
IMAGINATIVE INVESTMENTS, INC.
WITH AND INTO GIANTS PROPERTY, INC.**

This Plan of Merger of Imaginative Investments, Inc., a corporation organized and existing under the laws of the State of Florida ("Imaginative"), with and into Giants Property, Inc., a corporation organized and existing under the laws of the State of Florida ("Giants"), is made on this 21~~st~~ day of February, 2006 (the "Plan") pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act"). Imaginative and Giants are hereinafter sometimes together referred to as the "Constituent Corporations."

WITNESSETH

WHEREAS, Section 607.1104 of the Act authorizes the merger of a parent corporation owning at least 80 percent (80%) of the outstanding shares of each class of a subsidiary corporation with the subsidiary without shareholder approval; and

WHEREAS, Imaginative is a wholly-owned subsidiary of Giants; and

WHEREAS, Giants deems it advisable and for the benefit of each of the Constituent Corporations that they merge; and

WHEREAS, the Board of Directors of Giants has approved this Plan and the merger contemplated herein;

NOW, THEREFORE, BE IT RESOLVED THAT, the terms and conditions of the Merger and the mode of carrying the same into effect are and shall be as follows:

1. On the Effective Date, Imaginative shall be merged with and into Giants (Giants being hereinafter sometimes called the "Surviving Corporation"), the corporate existence of the Surviving Corporation shall be continued, and thereafter the individual existence of Imaginative shall cease (the "Merger").

2. The Merger herein contemplated shall be effective at 8:00 a.m., local time, on February 21, 2006 (the "Effective Date").

3. The terms and conditions of the Merger are as follows:

(a) Upon the Effective Date of the Merger, each issued and outstanding share of common stock of Imaginative shall be canceled and retired and all certificates representing such shares shall be canceled and no cash or securities or other property shall be issued in respect thereof.

(b) Each share of common stock of Giants issued and outstanding prior to the Effective Date shall, on and after the Effective Date, continue unchanged and shall continue

to evidence one share of common stock of the Surviving Corporation.

(c) Upon the Effective Date, the separate existence of Imaginative shall cease, and in accordance with the terms of this Plan, the title to any real estate and other property vested in Imaginative is vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all the liabilities of each of the Constituent Corporations; and any proceeding pending against any Constituent Corporation may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in its place.

4. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of Imaginative, the last acting officers of Imaginative, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan.

5. The directors and officers of the Surviving Corporation shall continue in office until they resign or until their successors are elected and qualified.

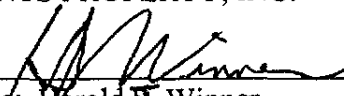
6. From and after the Effective Date, the Articles of Incorporation of Imaginative shall be deemed repealed, and the Surviving Corporation shall continue to be governed by its existing Articles of Incorporation under the laws of the State of Florida until such Articles of Incorporation is altered, amended, or repealed as provided by law.

7. From and after the Effective Date, the bylaws of Imaginative shall be deemed repealed, and the bylaws of the Surviving Corporation shall continue in effect until the same shall be altered, amended, or repealed as therein provided or as provided by law.

8. The shareholders of Imaginative who, except for the applicability of Section 607.1104 of the Act, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1321 of the Act may be entitled, if they comply with the provisions of the Act regarding appraisal rights, to be paid the fair value of their shares.

IN WITNESS WHEREOF, the undersigned duly authorized officer of Giants has herewith caused this Agreement to be executed as of this 24th day of February, 2006.

GIANTS PROPERTY, INC.


Name: Harold S. Winner

Its: President