

CERTIFICATE OF MERGER  
OF  
FIRST MORTGAGE INVESTORS  
INTO  
FMI PROPERTIES CORP.

1144-565

Under Section 254 of the General  
Corporation Law of the State of Delaware

We, the undersigned, being respectively the President  
and Secretary of FMI Properties Corp., do hereby certify as  
follows:

FIRST: The names of the constituent entities are FMI  
Properties Corp. and First Mortgage Investors. FMI Properties  
Corp. is a corporation incorporated under the laws of the  
State of Delaware. First Mortgage Investors is an unincorpo-  
rated voluntary association with transferable shares, organized  
under the laws of the Commonwealth of Massachusetts.

SECOND: An Agreement and Plan of Merger has been  
approved, adopted, certified, executed and acknowledged by  
each of the constituent entities in accordance with Section  
254(d) of the General Corporation Law.

THIRD: The name of the surviving corporation is FMI  
Properties Corp.

FOURTH: The Certificate of Incorporation of FMI  
Properties Corp. shall be the Certificate of Incorporation of  
the surviving corporation.

FIFTH: An executed copy of the Agreement and Plan of  
Merger is on file at the principal place of business of  
FMI Properties Corp., 801 Forty-First Street, Miami Beach,  
Florida 33140.

SIXTH: A copy of the Agreement and Plan of Merger  
will be furnished by FMI Properties Corp., on request and  
without cost, to any stockholder of each constituent entity.

IN WITNESS WHEREOF, FMI Properties Corp. has caused  
this Certificate of Merger to be executed in its corporate  
name by its President and attested by its Secretary this  
25th day of December, 1980.

FMI PROPERTIES CORP.

By Paul Bludny  
President

Attest:

By

[Signature]  
Secretary

RECORDED MAR 18 1981 at 1:15 P.M.

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