



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "ONE MARKET STREET PROPERTIES, INC." AND "SANTA FE LAND IMPROVEMENT COMPANY" AND "SOUTHERN PACIFIC DEVELOPMENT COMPANY" AND "SOUTHERN PACIFIC LAND COMPANY" CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, "SOUTHERN PACIFIC INDUSTRIAL DEVELOPMENT COMPANY" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, MERGING WITH AND INTO "SANTA FE PACIFIC REALTY CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "SANTA FE PACIFIC REALTY CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1988, AT 10 O'CLOCK A.M. AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID



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Michael Harkins, Secretary of State

AUTHENTICATION: 11876064

DATE: 09/29/1988

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Office of Secretary of State

CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF  
DELAWARE.

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*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: 11876064

DATE: 09/29/1988

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CERTIFICATE OF MERGER  
OF  
SOUTHERN PACIFIC LAND COMPANY,  
SOUTHERN PACIFIC DEVELOPMENT COMPANY,  
SOUTHERN PACIFIC INDUSTRIAL DEVELOPMENT COMPANY,  
ONE MARKET STREET PROPERTIES, INC.,  
SANTA FE LAND IMPROVEMENT COMPANY  
WITH AND INTO  
SANTA FE PACIFIC REALTY CORPORATION

Pursuant to Section 252 of the General  
Corporation Law of the State of Delaware

SANTA FE PACIFIC REALTY CORPORATION, a Delaware corporation, hereby certifies as follows:

FIRST: The names of the constituent corporations are Southern Pacific Land Company, a California corporation, Southern Pacific Development Company, a California corporation, Southern Pacific Industrial Development Company, a Texas corporation, One Market Street Properties, Inc., a California corporation, Santa Fe Land Improvement Company, a California corporation, and Santa Fe Pacific Realty Corporation, a Delaware corporation.

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Santa Fe Pacific Realty Corporation (the "Surviving Corporation").

FOURTH: The certificate of incorporation of Santa Fe Pacific Realty Corporation 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 the Surviving Corporation, 201 Mission Street, 30th Floor, San Francisco, California 94105.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each constituent corporation which is not incorporated in the State of Delaware is as follows:

<u>Corporation</u>	<u>Authorized Capital Stock</u>
Southern Pacific Land Company	50,000 shares
Southern Pacific Development Company	250,000 shares
Southern Pacific Industrial Development Company	200 shares
One Market Street Properties, Inc.	650,000 shares
Santa Fe Land Improvement Company	54,100 shares

IN WITNESS WHEREOF, Santa Fe Pacific Realty Corporation, a Delaware corporation, has caused this Certificate of Merger to be executed in its corporate name by its President and Chief Executive Officer and attested by its Secretary on the 28th day of September, 1988.

SANTA FE PACIFIC REALTY CORPORATION

By O. E. Linde  
O. E. Linde  
President and Chief  
Executive Officer

Attest:

By L. W. Telford  
L. W. Telford

RECORDED AT THE REQUEST OF

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*Santa Fe Pacific Realty Corp*

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OFFICIAL RECORDS  
SHERIFF COUNTY, NEVADA  
MIN. ALB. F. A. T. L. RECORDER  
FILE NO. FEE \$ 8.00

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