RETURN TO: WESTERN TITLE CO 1501 N CARSON STREET CARSON CITY, NV 89701

APN: 0:390-14

To Clear title

State of Belaware



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 MANE OF "SANTA FE PACIFIC REALTY CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE THE IMENTY-MINTH DAY OF SEPTEMBER, A.D. 1988, AT 18 O'CLOCK A.M. AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID

AUTHENTICATION: :1876827

DATE: 89/29/1988

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State of Belaware

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Office of Secretary of State

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



888273872

Michael Harkins, Secretary of State

AUTHENTICATION: :1876827

DATE: 89/29/1988

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CERTIFICATE OF MERGER

OF SOUTHERN PACIFIC LAND COMPANY, 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.

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\$100 PM

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

Corporation

Authorized Capital Stock

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

O. S. Linde

President and Chief Executive Officer

Attest:

By L. W. Telford

TE OF NEVADA)

JINTY OF FLKO SS.
ERRY D. REYNOLDS, the duly elected and filed Recorder of Elko County, in the State of each, do hereby certify that this is a true, full correct coby of the instrument now on record its office. IN WITNESS WHEREOF, I have unto set my hand and affixed the seal of my e, in Elko, Nevada this

INDEXED

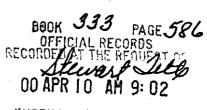
FEE 8.00 FILE # 263510
FILED = OF RECORD
Sonte to Pacific wests Coop '88 OCT 10 ATI:19

RECORDED BY PY SAY
JERRY D. REYNOLUS
ELKO CO. RECORDER

263510

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EUREKA COUNTY HEVADA M.N. REBALEATI, RECORDER FILE NO. FEES //

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