FILED

ARTICLES OF MERGER
OF
HOUSTON-McCORD REALTY COMPANY
(a Tennessee corporation)
("H-M")

BOOK 8536 PAGE 859

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INTO

L&N INVESTMENT CORPORATION
(a Delaware corporation)
("L&N")

Pursuant to Sections 48-21-101 et. seq. 65-9-101 of the Tennessee Business Corporation Act, and Section 253 of the Delaware General Corporation Laws, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. The Plan of Merger is attached as Appendix A ("Plan of Merger").

2. The Plan of Merger was approved by the Board of Directors of H-M on December 11, 1991 and by the Board of Directors of L&N as of December 11, 1991. No shareholder approval by H-M or L&N of the Plan of Merger is required under Section 48-21-104 of the Tennessee Code Annotated and Section 253 of the Delaware General Corporation Laws.

3. L&N owns 100% of the outstanding shares of stock of H-M.

4. L&N, being the sole shareholder of H-M stock, waives the requirement of mailing of the Plan of Merger to the shareholder of H-M as required by Section 48-21-104 of the Tennessee Code Annotated.

5. This merger is permitted by Section 48-21-104 of the Tennessee Code Annotated and Section 253 of the Delaware General Corporation Laws. All conditions required by such laws, and any other applicable provisions, have been satisfied.

6. This merger shall be effective on the date when the Articles of Merger and the Plan of Merger are filed with the Secretary of State of Tennessee and a Certificate of Ownership is filed with the Secretary of State of Delaware.

7. This merger shall not constitute an amendment to the articles of incorporation of L&N.

Dated this 27 day of December, 1991.

79802

IDENTIFICATION REFERENCE
JAN 28 3 04 PM '92

L&N INVESTMENT CORPORATION

By: _____
Vice President

HOUSTON-McCORD REALTY CORPORATION

By: _____
Vice President

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STATE OF MARYLAND )
) ss:
CITY OF BALTIMORE )

Personally appeared before me, a Notary Public in and for said City and State, Patricia J. Aftoora, with whom I am personally acquainted, and who, upon oath, acknowledged that she executed the within instrument for the purposes therein contained, and who further acknowledged that she is the Vice President of L&N Investment Corporation, the maker, and is authorized by the maker to execute this instrument on behalf of the maker.

WITNESS my hand, at office, this 27th day of December, 1991.

Karen Luebehusen
Notary Public

My commission expires: 10/1/93

STATE OF MARYLAND )
) ss:
CITY OF BALTIMORE )

Personally appeared before me, a Notary Public in and for said City and State, Patricia J. Aftoora, with whom I am personally acquainted, and who, upon oath, acknowledged that she executed the within instrument for the purposes therein contained, and who further acknowledged that she is the Vice President of Houston-McCord Realty Company, the maker, and is authorized by the maker to execute this instrument on behalf of the maker.

WITNESS my hand, at office, this 27th day of December, 1991.

Karen Luebehusen
Notary Public

My commission expires: 10/1/93

Appendix A

PLAN OF MERGER
OF
HOUSTON-McCORD REALTY COMPANY
INTO
L&N INVESTMENT CORPORATION

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Plan of Merger dated as of the 1st day of December, 1991, by and between L&N INVESTMENT CORPORATION, a Delaware corporation ("Parent Corporation") and HOUSTON-McCORD REALTY COMPANY, a Tennessee corporation ("Subsidiary Corporation"), such corporations being herein sometimes collectively called the "Constituent Corporations."

WHEREAS, the Parent Corporation owns 100% of the outstanding shares of the Subsidiary Corporation and the Board of Directors of the Parent Corporation deems it advisable that the Subsidiary Corporation be merged into the Parent Corporation;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, the Subsidiary Corporation shall be merged with and into the Parent Corporation under and subject to the terms hereinafter set forth:

I. Constituent Corporations

1.1 The names of the constituent corporations are as follows: Houston-McCord Realty Company and L&N Investment Corporation.

1.2 The name of the surviving corporation shall be: L&N Investment Corporation.

II. Terms, Conditions and Effective Date of Merger

2.1 Following adoption of this Plan of Merger by the Board of Directors of the Parent Corporation, the parties hereto shall cause Articles of Merger to be filed with the Secretary of State of Tennessee and a Certificate of Merger with the Secretary of State of Delaware. The separate existence of the Subsidiary Corporation shall cease as of the close of business on the Effective Date (as hereinafter defined) and the Subsidiary corporation shall thereupon be merged into the Parent Corporation.

2.2 The Effective Date of the Merger shall be the date when, after the Articles of Merger shall be accepted for recording by the Secretary of State of Tennessee, a Certificate of Merger is filed with the Secretary of State of Delaware.

2.3 The Merger may be abandoned at any time before the Effective Date by the majority vote of the Board of Directors of the Parent Corporation.

III. Conversion and Cancellation of Shares

3.1 The manner and basis of converting, cancelling or exchanging shares of capital stock of the Constituent Corporations on the Effective Date shall be as follows:

(a) Each share of the Parent Corporation's common stock and preferred stock which is issued and outstanding on the Effective Date shall remain issued and outstanding as capital stock of the Parent Corporation.

(b) Each share of the Subsidiary Corporation's common stock shall be cancelled and no new shares or other securities or obligations or cash shall be issuable in respect thereto.

IV. Effect of the Merger

4.1 Upon the Effective Date, the assets and liabilities of Subsidiary Corporation shall be taken on the books of the Surviving Corporation at the amount at which they shall at the time be carried on the books of Subsidiary Corporation, subject to such adjustments, if any, as may be necessary to conform to the accounting procedures of the Surviving Corporation. Upon the Effective Date, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, as well as a public as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all and every other interest of, or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger. Nevertheless, after the Effective Date when required by the Surviving Corporation the officers of the Surviving Corporation, on behalf of the Subsidiary Corporation, shall execute and deliver or cause to be executed and delivered all such deeds and other instruments and shall take or cause to be taken such further action as the Surviving Corporation may deem necessary or desirable in order to confirm the transfer to and vesting in the Surviving Corporation of title to and possession of all such rights, property and other interests,and otherwise to carry out the purposes of this Plan of Merger.

4.2 On and after the Effective Date, the Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be affected by the Merger.

4.3 The Articles of Incorporation of the Parent Corporation shall not be amended in any respect by reason of this Plan of Merger, and said Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Corporation until further amended in the manner provided by law.