



**Cover Sheet (p. 2)**

<b><u>Mark</u></b>	<b><u>Registration Number</u></b>
AURORA MALL	1,367,032
BREA MALL	1,792,904
LENOX SQUARE	2,119,121
LENOX SQUARE L and Design	1,215,216
MALL WATCH	1,642,992
MALL WATCH A MERCHANT PROGRAM FOR SAFER SHOPPING and Design	1,642,993
NANUET MALL	2,106,655
NANUET MALL	1,200,651
NORTHLAKE MALL	2,131,863
OCEAN COUNTY MALL	1,844,703
OPERATION OVERCOAT	1,816,251
RF LONG ISLAND... YOU DESERVE THE BEST and Design	2,007,863
ROOSEVELT FIELD MALL (Stylized)	1,233,008
ROOSEVELT FIELD and Design	1,199,848
SANTA ROSA PLAZA	1,761,678
TOWN CENTER AT BOCA RATON	1,821,650
WALT WHITMAN MALL and Design	1,213,441
WESTMINSTER MALL	1,323,693
Miscellaneous Design	1,566,358

*WFG*  
*[Signature]*  
Examiner

*081*

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
ONE ASHBURTON PLACE  
BOSTON, MASS. 02108

FEDERAL IDENTIFICATION

No. 046268599

*000000000*

## ARTICLES OF MERGER OF TRUST AND CORPORATION PURSUANT TO GENERAL LAWS, CHAPTER 156B, SECTION 83

The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114.  
Make check payable to the Commonwealth of Massachusetts.

\* \* \* \*

CPI Intermediate Corp.  
name of corporation

The undersigned officers of said corporation and the trustees or other persons authorized to sign for the trust named below hereby certify as follows:

1. The trust to be merged into the corporation is as follows:

Name	State of Organization	Date of Organization
Corporate Property Investors	Massachusetts	June 24, 1971

2. The ~~corporation~~\* trust\* owns at least ninety per cent of the outstanding shares of each class of the ~~trust~~\* corporation\*

3. In the case of the above-named trust the provisions of the Instrument or Declaration of Trust permit the merger herein described and all action required under the laws of this Commonwealth in connection with the merger have been duly taken.

*[Signature]*  
P.C.

\*Delete the inapplicable words.

4. The agreement of merger complies with the requirements of the subsections (b) and (c) of General Laws, Chapter 156B, Section 83, and will be kept as provided by subsection (d) thereof. The corporation will furnish a copy of said agreement to any stockholder of the corporation, or any person who was an owner of a certificate of participation or shares of the association or trust, upon written request and without charge.

5. The effective date of the merger determined pursuant to the agreement referred to in paragraph shall be the date upon which these Articles of Merger are approved and filed with the Secretary of the Commonwealth.

6. The undersigned officers, with respect to the corporation, and the undersigned trustee or other authorized persons, with respect to the trust, further certify that the agreement of merger which is set for under paragraph 4 has been duly approved by the corporation and by the trust, respectively, in the manner required by General Laws, Chapter 156B, Section 83 on the following dates:

Date of approval by the corporation: March 12, 1998

Date of approval by the trust: February 5, 1998

IN WITNESS WHEREOF and under the penalties of perjury we have hereto signed our names this 12th day of March, 1998

For the Corporation:

*Harold Reese*

~~President\*~~  
Vice President\*

*William J. Lyons*

Clerk\*  
~~Assistant Clerk\*~~

For the Trust:

*Harold Reese*

Trustees or  
Authorized Persons

*Michael Lyf...*

\*Delete the inapplicable words

