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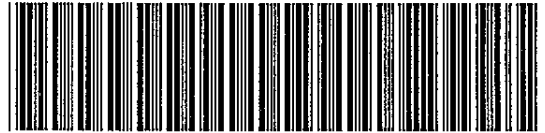
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December 27, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Westfield Homes USA, Inc. into WF Acquisition, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

3

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ARTICLES OF MERGER
Merger Sheet

MERGING:

WESTFIELD HOMES USA, INC., a Florida entity, P97000040605

INTO

WF ACQUISITION, INC., a Delaware entity, F02000006066

File date: December 31, 2002

Corporate Specialist: Lee Rivers

ARTICLES OF MERGER
OF
WESTFIELD HOMES USA, INC.
(a Florida corporation)
WITH AND INTO
WF ACQUISITION, INC.
(a Delaware corporation)

1997-40605

F02-6060

To the Department of State
State of Florida

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02 DEC 31 PM 4:11

Pursuant to the provisions of the Florida Business Corporation Act, Westfield Homes USA, Inc., a Florida (the "**Merging Corporation**"), and WF Acquisition, Inc., a Delaware corporation (the "**Surviving Corporation**") do hereby submit the following Articles of Merger.

1. Attached hereto as Exhibit A and made a part hereof is the Agreement and Plan of Merger (the "**Merger Agreement**") of the Merging Corporation and the Surviving Corporation.
2. The sole shareholder of the Merging Corporation entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted the Merger Agreement by written consent given on December 10, 2002, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. The merger of the Merging Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Surviving Corporation and has been authorized in compliance with said laws. The date of approval and adoption of the Merger Agreement by the stockholder of the Surviving Corporation was December 10, 2002.

4. The effective date and time of the merger herein provided for in the State of Florida shall be December 31, 2002 at 11:59:59 p.m. E.S.T.

Executed on December 10, 2002.

THE MERGING CORPORATION:

WESTFIELD HOMES USA, INC.,
a Florida corporation

By: 

Name: Clay A. Halvorsen
Title: Assistant Secretary

THE SURVIVING CORPORATION:

WF ACQUISITION, INC.,
a Delaware corporation

By: 

Name: Clay A. Halvorsen
Title: Secretary

Exhibit A

AGREEMENT AND PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER

OF

WESTFIELD HOMES USA, INC.
(a Florida corporation)

WITH AND INTO

WF ACQUISITION, INC.
(a Delaware corporation)

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02 DEC 31 PM 4:31

This AGREEMENT AND PLAN OF MERGER is entered into as of this 10th day of December, 2002, by and among Westfield Homes USA, Inc., a Florida corporation, (the "Merging Corporation"), and WF Acquisition, Inc., a Delaware corporation, (the "Surviving Corporation").

WHEREAS, the Merging Corporation is a business corporation of the State of Florida, with its principal office therein located at 4300 West Cypress Street, Suite 980, Tampa, Florida; and

WHEREAS, the total number of shares of stock, all of which are of one class of common stock, which the Merging Corporation has authority to issue is 20,000,000 authorized shares with a par value of \$0.01, of which there are 7040.1471 issued shares;

WHEREAS, the Surviving Corporation is a business corporation of the State of Delaware with its registered office therein located at 9 East Lookerman Street, City of Dover, County of Kent, Delaware; and

WHEREAS the total number of shares of stock, which the Surviving Corporation has authority to issue, is One Thousand (1,000) shares of common stock with a par value of \$.01 per share; of which there are One Hundred issued shares;

WHEREAS the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, on December 10, 2002, by unanimous written consent, the respective Boards of Directors of the Merging Corporation and the Surviving Corporation declared it advisable and to the advantage, welfare, and best interests of the respective sole shareholder of the Merging Corporation and the sole stockholder of the Surviving Corporation, to merge the Merging Corporation with and into the Surviving Corporation pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth (the "Merger"); and

WHEREAS, on December 10, 2002, the sole shareholder of the Merging Corporation and the sole stockholder of the Surviving Corporation approved the Merger by unanimous written consent.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, the parties hereto agree as follows:

1. The Merging Corporation shall be merged with and into the Surviving Corporation, pursuant to the provisions of the Florida Business Corporation Act and the General Corporation Law of the State of Delaware. From and after the effective time of the Merger the Surviving Corporation shall continue to exist under the name Westfield Homes USA, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware and shall be vested with the collective rights, preferences, privileges and obligations of the Merging Corporation. The separate existence of the Merging Corporation shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. Annexed hereto as Exhibit A and made a part hereof is a copy of the Certificate of Incorporation of the Surviving Corporation as the same shall be in full force and effect at the effective time of the Merger in the State of Delaware; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of the Surviving Corporation following the Merger, until amended pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the Surviving Corporation will be the by-laws of the Surviving Corporation and will continue in full force and effect until amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers of the Surviving Corporation in office at the effective time of the Merger shall be the members of the Board of Directors and the officers of the Surviving Corporation following the Merger, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Each issued and outstanding share of the Merging Corporation shall, at the effective time of the Merger, be converted into .014204 shares of the Surviving Corporation.

The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each such share, which is issued as of the effective date of the Merger, shall continue to represent one issued share of the Surviving Corporation.

6. The Board of Directors and the proper officers of the Merging Corporation and the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger.

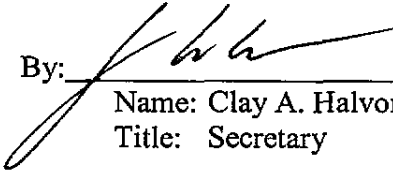
7. The effective time of this Agreement and Plan of Merger, and the time at which the merger herein agreed upon shall become effective, shall be on December 31, 2002, at 11:59:59 p.m. (E.S.T.).

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed on behalf of the Merging Corporation and Surviving Corporation.

Dated: December 10, 2002.

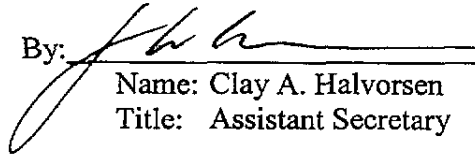
THE SURVIVING CORPORATION:

WF ACQUISITION, INC.,
a Delaware corporation

By: 
Name: Clay A. Halvorsen
Title: Secretary

THE MERGING CORPORATION:

WESTFIELD HOMES USA, INC.,
a Florida corporation

By: 
Name: Clay A. Halvorsen
Title: Assistant Secretary

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EXHIBIT A

CERTIFICATE OF INCORPORATION OF SURVIVING CORPORATION

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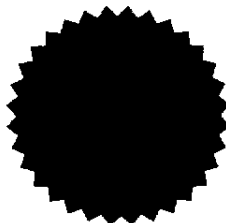
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "WF ACQUISITION, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF AUGUST, A.D. 2002, AT 8 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3538891 8100

AUTHENTICATION: 1921750

020497692

DATE: 08-06-02

CERTIFICATE OF INCORPORATION

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 08:00 AM 08/06/2002
020497692 - 3538891

OF

WF ACQUISITION, INC.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is:

WF Acquisition, Inc.

ARTICLE II

REGISTERED OFFICE

The address of the registered office of the corporation in the State of Delaware is 9 East Loockerman Street, in the City of Dover 19901, County of Kent, and the name of its registered agent at that address is National Registered Agents, Inc.

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DIVISION OF CORPORATIONS
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ARTICLE III

PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

AUTHORIZED CAPITAL STOCK

The corporation shall be authorized to issue one class of stock to be designated Common Stock; the total number of shares which the corporation shall have authority to issue is one thousand (1,000), and each such share shall have a par value of one cent (\$0.01).

ARTICLE V
INCORPORATOR

The name and mailing address of the incorporator of the corporation is:

Tami Gerardi
National Corporate Research
615 South DuPont Highway
Dover, DE 19901

ARTICLE VI
BOARD POWER REGARDING BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the corporation is expressly authorized to make, repeal, alter, amend and rescind the bylaws of the corporation.

ARTICLE VII
ELECTION OF DIRECTORS

Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

ARTICLE VIII
LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is amended after the date of the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended from time to time. No repeal or modification of this Article VIII by the stockholders shall adversely affect any right or protection of a director of the corporation existing by virtue of this Article VIII at the time of such repeal or modification.

ARTICLE IX

CORPORATE POWER

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE X

CREDITOR COMPROMISE OR ARRANGEMENT

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the Delaware General Corporation Law, does make and file this Certificate.

Dated: August 6, 2002.


Tami Gerardi, Sole Incorporator