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Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**LENNAR HOMES, LLC**

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**CERTIFICATE OF MERGER  
OF  
JAX LAND NEWCO, LLC, a Florida limited liability company,  
WITH AND INTO  
LENNAR HOMES, LLC, a Florida limited liability company**

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#L06000114706

The following Certificate of Merger (this "Certificate") is being submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act (the "Act").

**FIRST:** Pursuant to that certain Agreement and Plan of Merger (the "Plan") by and between JAX LAND NEWCO, LLC, a Florida limited liability company (the "Non-Surviving Entity"), and LENNAR HOMES, LLC, a Florida limited liability company (the "Surviving Entity"), the Non-Surviving Entity intends to merge (the "Merger") with and into the Surviving Entity. A copy of the Plan is attached hereto as Exhibit "A" and incorporated by reference herein.

**SECOND:** The Plan was approved by each of the Non-Surviving Entity and the Surviving Entity in accordance with the applicable provisions of the Act.

**THIRD:** The Merger shall become effective as of 12:01 A.M. (Eastern Time) on September 18, 2007.

*[Signatures on following pages]*

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IN WITNESS WHEREOF, the undersigned have caused this Certificate to be executed  
this 16<sup>th</sup> day of September, 2007.

**NON-SURVIVING ENTITY:**

JAX LAND NEWCO, LLC, a Florida limited liability  
company

By: LENNAR HOMES, LLC, a Florida limited liability  
company, its member

By:   
Print Name: Mark Sustana  
Title: Vice President

**SURVIVING ENTITY:**

LENNAR HOMES, LLC, a Florida limited liability  
company

By:   
Name: Mark Sustana  
Title: Vice President

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**EXHIBIT "A"****AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 13<sup>th</sup> day of September, 2007, by and between JAX LAND NEWCO, LLC, a Florida limited liability company (the "Non-Surviving Entity"), having a mailing address of 700 N.W. 107<sup>th</sup> Avenue, Miami, Florida 33172, and LENNAR HOMES, LLC, a Florida limited liability company (the "Surviving Entity"), having a mailing address of 700 N.W. 107<sup>th</sup> Avenue, Miami, Florida 33172.

WHEREAS, the Non-Surviving Entity and the Surviving Entity wish to enter into a plan of merger, pursuant to which the Non-Surviving Entity will merge with and into the Surviving Entity.

NOW THEREFORE, in consideration of the premises and mutual covenants set forth below, the parties agree as follows:

1. Non-Surviving Entity. The name and jurisdiction of formation of the Non-Surviving Entity are as follows:

**Name of Entity****State of Formation**

JAX LAND NEWCO, LLC

Florida

2. Surviving Entity: The name and jurisdiction of formation of the Surviving Entity is as follows:

**Name of Entity****State of Formation**

LENNAR HOMES, LLC

Florida

3. The Merger. Subject to the terms and conditions of this Agreement and in accordance with Section 608.438 of the Florida Limited Liability Company Act (the "Act"), at the "Effective Date," as hereinafter defined, the Non-Surviving Entity shall merge (the "Merger") with and into the Surviving Entity. Upon consummation of the Merger, the separate existence of the Non-Surviving Entity shall cease and the Surviving Entity shall be the sole surviving entity of the Merger.

4. Effective Date and Time of the Merger. The Merger shall become effective as of 12:01 A.M. (Eastern Time) on September 18, 2007 (the "Effective Date").

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5. Treatment of Membership Interests.

(a) Each membership interest in the Non-Surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership therein, shall, by virtue of the Merger and without any action on the part of the holder thereof, or any consideration being tendered thereto, be cancelled and retired and cease to exist, without any conversion thereof.

(b) Each membership interest in the Surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership therein, shall, by virtue of the Merger, and without any action on the part of the holder thereof, continue to exist as a membership interest and right to acquire a membership interest, respectively, in the Surviving Entity.

6. Effects of the Merger. At and after the Effective Date, the Merger shall have the effects set forth in Section 608.4383 of the Act.

7. Articles of Organization of the Surviving Entity. Upon the Effective Date, the Articles of Organization, as amended, and Operating Agreement of the Surviving Entity shall be the Articles of Organization, as amended, and Operating Agreement of the Surviving Entity.

7. Governing Law. This Agreement shall be governed by the laws of the State of Florida.

8. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

[SIGNATURES ON FOLLOWING PAGES.]

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IN WITNESS WHEREOF, the undersigned have executed this Agreement effective as of the 13<sup>th</sup> day of September, 2007.

**NON-SURVIVING ENTITY:**

JAX LAND NEWCO, LLC, a Florida limited liability company

By: LENNAR HOMES, LLC, a Florida limited liability company, its member

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**SURVIVING ENTITY:**

LENNAR HOMES, LLC, a Florida limited liability company

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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