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MERGER OR SHARE EXCHANGE

LENNAR HOMES, INC.

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ARTICLES OF MERGER

OF

BAYWINDS L L LLC  
(a Florida limited liability company)

INTO

LENNAR HOMES, INC.  
(a Florida corporation)

Under Section 607.1108 of the  
Florida Business Corporation Act

and

Under Section 608.4382 of the  
Florida Limited Liability Company Act

The undersigned, Anthony Seljas, being the Vice President of LENNAR HOMES, INC. ("LENNAR"), does hereby certify that:

1. LENNAR is a corporation organized under the laws of the State of Florida. BAYWINDS L L LLC is a limited liability company organized under the laws of the State of Florida ("BAYWINDS").

2. The plan of merger attached hereto as Exhibit A (the "Plan of Merger") whereby BAYWINDS shall be merged with and into LENNAR, was adopted by the sole member of BAYWINDS on September 22, 2005 and by the board of directors of LENNAR on September 22, 2005. Pursuant to Section 607.1103, shareholder approval is not required.

3. The merger of BAYWINDS with and into LENNAR shall become effective on the date on which these Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned hereby sign these Articles and affirm the statements made herein as true under the penalties of perjury this 22<sup>nd</sup> day of September, 2005.

LENNAR HOMES, INC.

By: [Signature]  
Anthony Seljas, Vice President

GREG A McPHERSON  
BAYWINDS L L, LLC  
By: Lennar Homes, Inc., its sole member

By: [Signature]  
Anthony Seljas, Vice President

GREG A McPHERSON

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### PLAN OF MERGER

THIS PLAN OF MERGER is adopted this 21<sup>st</sup> day of September, 2005, by LENNAR HOMES, INC., a Florida corporation ("LENNAR") and BAYWINDS L L, LLC, a Florida limited liability company ("BAYWINDS").

#### WITNESSETH:

WHEREAS, LENNAR is a corporation duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, BAYWINDS is a limited liability company duly formed and validly existing and under the laws of the State of Florida ("BAYWINDS") (LENNAR and BAYWINDS sometimes referred to collectively as the "Constituent Companies"); and

WHEREAS, LENNAR owns all of the membership interests of BAYWINDS; and

WHEREAS, the Board of Directors of LENNAR and the Sole Member of BAYWINDS have determined that it is advisable and for the benefit of each of the said Constituent Companies that the Constituent Companies be merged, with LENNAR remaining the surviving corporation, in accordance with the terms and conditions hereinafter set forth and the applicable provisions of the statutes of the State of Florida.

NOW, THEREFORE, LENNAR and BAYWINDS hereby adopt the following plan of merger:

#### ARTICLE I. MERGER

The terms of the merger are:

(a) BAYWINDS shall be merged with and into LENNAR on the Effective Date, as defined below, in accordance with the statutory procedures set forth in Sections 607.1101, 607.1103, 607.105, and 607.1108 of the Florida Business Corporation Act and Sections 608.438, 608.4381 and 608.432 of the Florida Limited Liability Company Act (the "Merger").

(b) LENNAR shall be the surviving corporation (the "Surviving Corporation") and the corporate identity, existence, purposes, powers, franchises, rights, and immunities of LENNAR shall continue unaffected and unimpaired by the Merger.

(c) The Articles of Incorporation and the Bylaws of LENNAR shall remain in effect as the Articles of Incorporation and the Bylaws of the Surviving Corporation. The duly qualified and acting directors and officers of LENNAR immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation.

(d) The company identity, existence, purposes, powers, franchises, rights, and immunities of BAYWINDS shall be merged with and into LENNAR and LENNAR shall be fully vested therewith, to the extent permitted by Florida law.

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(e) All rights of creditors and all liens upon any property of BAYWINDS shall be preserved unimpaired, and all debts, liabilities, and duties of BAYWINDS shall be enforceable against LENNAR.

(f) The separate existence of BAYWINDS, except insofar as specifically otherwise provided by law, shall cease at the Effective Date, whereupon the Constituent Companies shall become a single corporation.

(g) The assets, liabilities and net worth accounts of BAYWINDS shall be taken up on the books of LENNAR as of the Effective Date in the amounts at which they shall then be carried on the books of BAYWINDS, subject to such adjustments or elimination of inter-company items as may be appropriate in giving effect to the Merger.

(h) All company acts, plans, policies, approvals and authorizations of BAYWINDS, in sole member, officers and agents, which were valid and effective immediately prior to the Effective Date shall be assumed and taken for all purposes as the acts, plans, policies, approvals, and authorizations of LENNAR, and shall be as effective and binding thereon as the same were with respect to BAYWINDS.

(i) The name of the surviving corporation shall be "LENNAR HOMES, INC."

#### ARTICLE 2. EFFECTING MERGER

The mode of carrying the merger into shall be as follows:

(a) On the Effective Date of the Merger, without the surrender of certificates or any other action: (i) all of the membership interests of BAYWINDS will be cancelled without any consideration being paid therefor, and (ii) each share of LENNAR common stock outstanding immediately prior to the Effective Date shall remain outstanding and unchanged as the common stock outstanding of the Surviving Corporation.

(b) This Plan of Merger has been designed to qualify as a tax-free reorganization pursuant to Section 368(a)(1) of the Internal Revenue code of 1986, as amended (the "Code"), and as such should not result in the recognition of gain or loss under the Code to any of the Constituent Companies or their shareholders or member, as the case may be.

#### ARTICLE 3. EFFECTIVE DATE

The merger shall become effective on the date of filing of Articles of Merger with the Florida Secretary of State ("Effective Date"). If at any time before the Effective Date a Constituent Company notifies another of its election to cancel the merger, by delivering written notice thereof, this Plan of Merger shall be null and void, the Merger shall not become effective, and the Constituent Companies shall not file Articles of Merger with the Florida Secretary of State, or if any such Articles of Merger shall have been filed, the Constituent Companies shall take any necessary steps to rescind such filing. The effect of the Merger shall be the effect described in Section 607.1106 of the Florida Business Corporation Act, and Section 608.4325 of the Florida Limited Liability Company Act.

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LENNAR HOMES, INC.

By:   
Anthony DeJesus Vice President

Gray A McPheerson

BAYWINDS L.L.C.

By: Lennar Homes, Inc., its sole member

By:   
Anthony DeJesus Vice President

Gray McPheerson

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