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MERGER OR SHARE EXCHANGE

LENNAR HOMES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
HA-LEN SIMMONS RANCH, LLC, a Delaware limited liability company  
INTO  
LENNAR HOMES, INC., a Florida corporation**

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each *merging* party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ha-Len Simmons Ranch, LLC 1428 Brickell Avenue, Suite 105 Miami, Florida 33131	Delaware	Limited Liability Company

Florida Document/Registration Number: M05000005220  
FEI Number: 20-3491954

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the *surviving* party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Lennar Homes, Inc. 700 N.W. 107 <sup>th</sup> Avenue Miami, Florida 33172	Florida	Corporation

Florida Document/Registration Number: 176987  
FEI Number: 58-0711606

**THIRD:** The attached Plan of Merger meets the requirements of Chapters 607 and 608, Florida Statutes, and was approved by the surviving party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

Prepared by:  
Rinat Hadas, Esquire  
Johnson, Pope, Baker,  
Ruppel & Burns, LLP  
611 Chestnut Street  
Clearwater, Florida 33758  
Bar No. 0682411  
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FOURTH: The attached Plan of Merger was approved by merging entity in accordance with the respective laws of the State of Delaware.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.


SIXTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

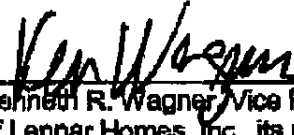
SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: SIGNATURE FOR EACH PARTY:

Lennar Homes, Inc.

Ha-Len Simmons Ranch, LLC

By:   
Kenneth R. Wagner, Vice President

By:   
Kenneth R. Wagner, Vice President  
of Lennar Homes, Inc., its managing  
member

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TALLAHASSEE, FLORIDA

**PLAN OF MERGER**

THIS PLAN OF MERGER, is adopted as of the 31<sup>st</sup> day of May, 2006, by and between Lennar Homes, Inc., a Florida corporation ("Lennar") and Ha-Len Simmons Ranch, LLC, a Delaware limited liability company ("Ha-Len").

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

WHEREAS, Ha-Len is a limited liability company duly organized and existing under the laws of the State of Delaware;

WHEREAS, Lennar owns all of the membership interests of Ha-Len;

WHEREAS, the Board of Directors of Lennar and Sole Member Ha-Len deem it advisable that the companies merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall be Lennar and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the Plan of Merger contained herein was approved by the Board of Directors of Lennar and Sole Member of Ha-Len as prescribed by the laws of the State of Florida and the State of Delaware;

NOW THEREFORE, the parties hereby adopt the following plan of merger.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Ha-Len Simmons Ranch, LLC	Delaware

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Lennar Homes, Inc.	Florida

THIRD: The terms and conditions of the merger are as follows:

Ha-Len shall merge with and into the Lennar. The separate existence of Ha-Len shall cease. All properties, franchises and rights belonging to Ha-Len by virtue of the merger and without further act or deed, shall be deemed to be vested in Lennar, which shall thenceforth be responsible for all the liabilities and obligations of Ha-Len.

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FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of the merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

A. Each membership interest of Ha-Len outstanding at the time of the effective date of the merger shall be canceled without any consideration.

B. Each issued and outstanding share of capital stock of Lennar will remain issued and outstanding.

FIFTH: The Effective Date of this Plan of Merger shall be the date that all parties to the merger have approved this Plan of Merger.

The undersigned entities have executed this Plan of Merger as of the 31<sup>st</sup> date of May, 2006.

Lennar Homes, Inc.

By: Kenneth R. Wagner  
Kenneth R. Wagner, Vice President

Ha-Len Simmons Ranch, LLC

By: Kenneth R. Wagner  
Kenneth R. Wagner, Vice President  
of Lennar Homes, Inc., its managing  
member

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