

283779



ACCOUNT NO. : 072100000032

REFERENCE : 533137 4319562

AUTHORIZATION :

COST LIMIT : \$192.50

Patricia Pijet

ORDER DATE : September 17, 1997

ORDER TIME : 1:51 PM

ORDER NO. : 533137-005

CUSTOMER NO: 4319562

CUSTOMER: Ms. Janet English
Lennar Corporation
4th Floor
700 N.w. 107th Avenue
Miami, FL 33172

Merger

800002296438--3

ARTICLES OF MERGER

SUNRISE HOTEL CORP.
LENNAR MANAGEMENT CORPORATION
LENNAR FLORIDA HOLDINGS, INC.

LEISURE COLONY MANAGEMENT
CORP.

RECEIVED
97 SEP 17 PM 4:09
DIVISION OF CORPORATION

FILED
97 SEP 18 AM 8:36
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: _____

X02250, 00561, 00711, 00672

283779

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUNRISE MOTEL CORP., a Florida corporation H47567

LENNAR MANAGEMENT CORPORATION, a Florida corporation 463409

LENNAR FLORIDA HOLDINGS, INC., a Florida corporation V28396

INTO

LEISURE COLONY MANAGEMENT CORP., a Florida corporation, 283779

File date: September 18, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 192.50



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

September 18, 1997

RESUBMIT

Please give original
submission date as file date.

CSC

1201 Hays Street

ATTEN. Warren Whittaker

Tallahassee, FL 32301

SUBJECT: LEISURE COLONY MANAGEMENT CORP.

Ref. Number: 283779

We have received your document for LEISURE COLONY MANAGEMENT CORP. and the authorization to debit your account in the amount of \$192.50. However, the document has not been filed and is being returned for the following:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 497A00046376

RECEIVED
97 SEP 22 PM 3:30
DIVISION OF CORPORATION

ARTICLES OF MERGER OF
SUNRISE HOTEL CORP., LENNAR MANAGEMENT CORPORATION AND
LENNAR FLORIDA HOLDINGS, INC.
INTO
LEISURE COLONY MANAGEMENT CORP.

FILED
97 SEP 18 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO THE DEPARTMENT OF STATE
STATE OF FLORIDA

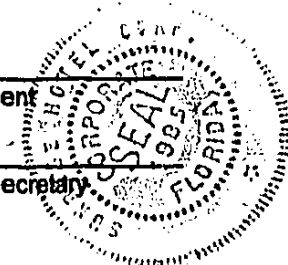
Pursuant to Section 607. 1101 of the Florida Business Corporation Act, the undersigned domestic Corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The names of the Merging Corporations and the States under the laws of which they are respectively organized are: Sunrise Hotel Corp., Lennar Management Corporation, Lennar Florida Holdings, Inc., and Leisure Colony Management Corp., which business corporations are organized under the laws of the State of Florida.
 2. The laws of the State of Florida permit such a merger.
 3. The name of the Surviving Corporation is Leisure Colony Management Corp. and it is to be governed by the laws of the State of Florida.
 4. The Plan of Merger, annexed hereto and made a part hereof, was approved by the Boards of Directors of the undersigned Merging Corporations in the manner prescribed by the Florida Business Corporation Act. And was adopted on August 29, 1997.
 5. The Articles of Incorporation of the Surviving Corporation shall remain unchanged.
 6. The effective date of the merger shall be the date of the filing of the Articles of Merger, September 18, 1997.
 7. Shareholders approval is not required for this merger.
- IN WITNESS WHEREOF, the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers this 29th day of August, 1997.

SUNRISE HOTEL CORP., a Merging Corporation

By: Cory J. Boydston
Cory J. Boydston, Vice President

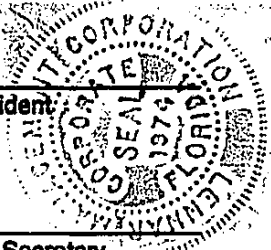
Attest: Morris J. Watsky
Morris J. Watsky, Assistant Secretary



LENNAR MANAGEMENT CORPORATION, a Merging
Corporation

By: C. Boydston
Cory J. Boydston, Vice President

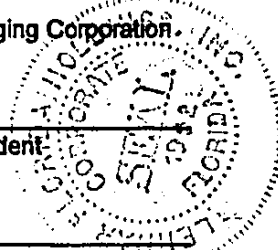
Attest: M. J. Watsky
Morris J. Watsky, Assistant Secretary



LENNAR FLORIDA HOLDINGS, INC., a Merging Corporation

By: C. Boydston
Cory J. Boydston, Vice President

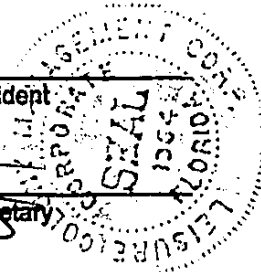
Attest: M. J. Watsky
Morris J. Watsky, Assistant Secretary



LEISURE COLONY MANAGEMENT CORP., as the Surviving
Corporation

By: C. Boydston
Cory J. Boydston, Vice President

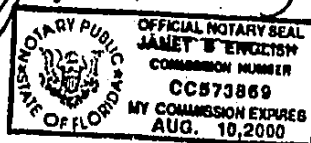
Attest: M. J. Watsky
Morris J. Watsky, Asst. Secretary



STATE OF FLORIDA
COUNTY OF DADE

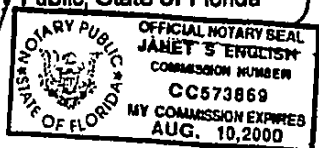
On this 29th day of August, 1997, before me, a Notary Public, in and for the State and County aforesaid, personally appeared Cory J. Boydston and Morris J. Watsky, who acknowledged before me that they are the Vice President and Assistant Secretary, respectively, of Sunrise Hotel Corp., and that they executed as said officers the foregoing Articles of Merger of said Corporation as their act and deed and as the act and deed of said Corporation. They are personally known to me and did not take an oath.

Janet S. English
Notary Public, State of Florida



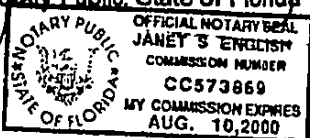
STATE OF FLORIDA
COUNTY OF DADE

On this 29th day of August, 1997, before me, a Notary Public, in and for the State and County aforesaid, personally appeared Cory J. Boydston and Morris J. Watsky, who acknowledged to me that they are the Vice President and Assistant Secretary, respectively, of Lennar Management Corporation, and that, as said officers, they executed the foregoing Articles of Merger of said Corporation as their act and deed, and as the act of said Corporation. They are personally known to me and did not take an oath.

Janet S English
Notary Public, State of Florida


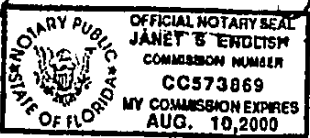
STATE OF FLORIDA
COUNTY OF DADE

On this 29th day of August, 1997, before me, a Notary Public, in and for the State and County aforesaid, personally appeared Cory J. Boydston and Morris J. Watsky, who acknowledged to me that they are the Vice President and Assistant Secretary, respectively, of Lennar Florida Holdings, Inc., and that, as said officers, they executed the foregoing Articles of Merger of said Corporation as their act and deed, and as the act of said Corporation. They are personally known to me and did not take an oath.

Janet S English
Notary Public, State of Florida


STATE OF FLORIDA
COUNTY OF DADE

On this 29th day of August, 1997, before me, a Notary Public, in and for the State and County aforesaid, personally appeared Cory J. Boydston and Morris J. Watsky, who acknowledged to me that they are the Vice President and Assistant Secretary, respectively, of Leisure Colony Management Corp., and that, as said officers, they executed the foregoing Articles of Merger of said Corporation as their act and deed, and as the act of said Corporation. They are personally known to me and did not take an oath.

Janet S English
Notary Public, State of Florida


PLAN OF MERGER

PLAN OF MERGER by Sunrise Hotel Corp., Lennar Management Corporation and Lennar Florida Holdings, Inc. (hereinafter referred to as the "Merging Corporations"), all business corporations organized under the laws of the State of Florida, and by Leisure Colony Management Corp., a business corporation organized under the laws of the State of Florida, which shall be the Surviving Corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under the name "Leisure Colony Management Corp.", pursuant to the provisions of the Florida Business Corporation Act. The separate existence of the Merging Corporations shall cease upon the effective date of the merger in accordance with the provisions of the Florida Business Corporation Act.

1. All outstanding shares of all of the Merging Corporations are owned and held by Lennar Corporation, a Delaware corporation (the "Sole Shareholder"). Upon the effective date of the merger, all outstanding shares of the Merging Corporations shall be extinguished, whether certificates representing such shares are surrendered for cancellation or not, and the shares of the Surviving Corporation shall continue to remain outstanding.

2. The Articles of Incorporation of the Surviving Corporation as now in force and effect shall be the Articles of Incorporation of said Surviving Corporation and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The By-Laws of the Surviving Corporation upon the effective date of the merger in the State of Florida shall be the By-Laws of said Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger in the State of Florida shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, 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. The Board of Directors and the proper officers of the "Merging Corporations" and of the "Surviving Corporation", respectively, are, by resolution dated August 29, 1997, authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or 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 Plan of Merger or the merger herein provided for.

6. For federal income tax purposes, it is intended that the merger shall qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

SUNRISE HOTEL CORP., as a Merging Corporation

By: C. J. Boydston
Cory J. Boydston, Vice President

Attest: M. J. Watsky
Morris J. Watsky, Assistant Secretary

LENNAR MANAGEMENT CORPORATION,
as a Merging Corporation.

By: C. Boydston
Cory J. Boydston, Vice President

Attest: M. J. Watsky
Morris J. Watsky, Assistant Secretary

LENNAR FLORIDA HOLDINGS, INC.,
as a Merging Corporation.

By: C. Boydston
Cory J. Boydston, Vice President

Attest: M. J. Watsky
Morris J. Watsky, Assistant Secretary

LEISURE COLONY MANAGEMENT CORP.,
as the Surviving Corporation

By: C. Boydston
Cory J. Boydston, Vice President

Attest: M. J. Watsky
Morris J. Watsky, Assistant Secretary