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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 904292 4319562

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 358.75

ORDER DATE : November 20, 2000

ORDER TIME : 11:18 AM

ORDER NO. : 904292-005

CUSTOMER NO: 4319562

CUSTOMER: Ms. Janet English
Lennar Corporation
700 N.w. 107th Avenue

Miami, FL 33172

300003470653--8

ARTICLES OF MERGER

DCA AT BANYAN TREE, INC. (ETAL.)
(TOTAL OF 9 COMPANIES)

INTO

INACTIVE CORPORATIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

COULLETTE NOV 20 2000

RECEIVED
00 NOV 20 PM 12:32
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

DCA AT BANYAN TREE, INC., a Florida corporation, F53462
DCA AT NORTH LAUDERDALE, INC., a Florida corporation, G52678
DCA AT PEMBROKE POINTE, INC., a Florida corporation, G42888
DCA OF BROWARD COUNTY, INC., a Florida corporation, 692100
DYEING AND FINISHING, INC., a Florida corporation, H46423
FIRST ATLANTIC BUILDING CORP., a Florida corporation, 380987
M.A.P. VINEYARDS OF PLANTATION, INC., a Florida corporation, G84170
MONTEREY VILLAGE DEVELOPMENT CORP., a Florida corporation, G74682
QUALITY ROOF TRUSS COMPANY, a Florida corporation, 246949

INTO

INACTIVE CORPORATIONS, INC., a Florida entity, 351846

File date: November 20, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER OF

DCA at Banyan Tree, Inc., DCA at North Lauderdale, Inc., DCA at Pembroke Pointe, Inc., DCA of Broward County, Inc., Dyeing & Finishing, Inc., First Atlantic Building Corp., M.A.P. Vineyards of Plantation, Inc., Monterey Village Development Corp., Quality Roof Truss Company

INTO

INACTIVE CORPORATIONS, INC.

TO THE DEPARTMENT OF STATE
STATE OF FLORIDA

Pursuant to Section 607.224 of the Florida General Corporation Act governing the merger of domestic corporations, the corporations hereinafter named do hereby adopt the following Articles of Merger.

1. The names of the Merging Corporations are as listed above, which business corporations are organized under the laws of the State of Florida and the existence of which will cease; and Inactive Corporations, Inc., which is a business corporation organized under the laws of the State of Florida, and which shall be the Surviving Corporation.

2. The Plan of Merger, annexed hereto and made a part hereof, is the Plan of Merger for merging the Merging Corporations with and into Inactive Corporations, Inc., as approved by the Board of Directors of each of the Merging Corporations.

3. The Plan of Merger, annexed hereto and made a part hereof, for merging the Merging Corporations with and into Inactive Corporations, Inc. was approved and adopted by the shareholders entitled to vote of Inactive Corporations, Inc. on November 10, 2000.

4. The Articles of Incorporation of the surviving corporation shall remain unchanged.

IN WITNESS WHEREOF, the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers this 10th day of November, 2000.

INACTIVE CORPORATIONS, INC.

By: Diane Bessette
Diane Bessette, Vice President

Attest: David B. McCain
David B. McCain, Secretary

DCA at Banyan Tree, Inc., DCA at North Lauderdale, Inc., DCA at Pembroke Pointe, Inc., DCA of Broward County, Inc., Dyeing & Finishing, Inc., First Atlantic Building Corp., M.A.P. Vineyards of Plantation, Inc., Monterey Village Development Corp., Quality Roof Truss Company

By: Waynewright Malcolm
Waynewright Malcolm, as Vice
President of each of the
Merging Corporations

Attest: Grace Santaella
Grace Santaella, as Assistant
Secretary of each of the Merging
Corporations

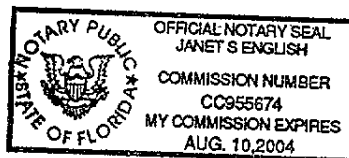
FILED
NOV 20 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 10th day of November, 2000, by Diane Bessette and David B. McCain, as Vice President and Assistant Secretary, respectively of Inactive Corporations on behalf of the Corporation. They are personally known to me and did not take an oath.

Janet S English

Notary Public, State of Florida

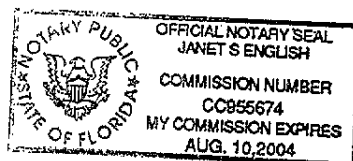


STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 10th day of November, 2000, by Waynewright Malcolm and Grace Santaella, as Vice President and Assistant Secretary, respectively of each of the Merging Corporations on behalf of the Corporations. 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 approved on November 10, 2000, by Inactive Corporations, Inc., a business corporation organized under the laws of the State of Florida, and by resolution adopted by the Boards of Directors on said date and approved on November 10, 2000, by DCA at Banyan Tree, Inc., DCA at North Lauderdale, Inc., DCA at Pembroke Pointe, Inc., DCA of Broward County, Inc., Dyeing & Finishing, Inc., First Atlantic Building Corp., M.A.P. Vineyards of Plantation, Inc., Monterey Village Development Corp., and Quality Roof Truss Company (hereinafter collectively referred to as the "Merging Corporations"); all business corporations organized under the laws of the State of Florida, and by resolution adopted by each of their Boards of Directors on said date, and approved by their sole stockholder on November 10, 2000; and approved on November 10, 2000, by the sole stockholder of Inactive Corporations, Inc., 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 "INACTIVE CORPORATIONS, INC.", pursuant to the provisions of the Florida General 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 business Corporation Act of the State of Florida.

1. All outstanding shares of each of the Merging Corporations are owned and held by the Surviving Corporation. 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 General 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 General Corporation Act.

4. The directors and officers in officer of the Surviving Corporation upon the effective date of the merger in the State of Florida shall continue to be members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and officers 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, shall 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 and of the provisions of this Plan or Merger or the merger herein provided for.

INACTIVE CORPORATIONS, INC.
as the Surviving Corporation

By: *Diane Bessette*
Diane Bessette, Vice President

Attest: *David B. McCain*
David B. McCain, Secretary

DCA at Banyan Tree, Inc. DCA at North Lauderdale, Inc., DCA at Pembroke Pointe, Inc., DCA of Broward County, Inc., Dyeing & Finishing, Inc., First Atlantic Building Corp., M.A.P. Vineyards of Plantation, Inc., Monterey Village Development Corp., and Quality Roof Truss Company, collectively known as The Merging Corporations

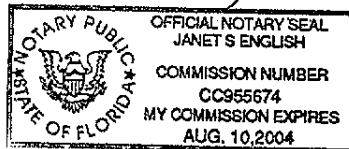
By: *Waynewright Malcolm*
Waynewright Malcolm,
Vice President of each of the
Merging Corporations

Attest: *Grace Santaella*
Grace Santaella,
Assistant Secretary of each
of the Merging Corporations

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 10th day of November, 2000, by Diane Bessette and David B. McCain, as Vice President and Secretary, respectively of the Surviving Corporation on behalf of the 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 MIAMI-DADE

The foregoing instrument was acknowledged before me this 10th day of November, 2000, by Waynewright Malcolm and Grace Santaella, as Vice President and Assistant Secretary, respectively of each of the Merging Corporations on behalf of the Corporations. They are personally known to me and did not take an oath.

Janet S English
Notary Public, State of Florida

