

Division of Corporations

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F09000003307

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : WHITE & CASE
Account Number : 075410002143
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

WCI 2009 CORPORATION

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$52.50 |

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Corporate Filing Menu

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WCI 2009 Corporation
Name of Corporation

DOCUMENT NUMBER: F09000003307

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Krista DeCastro, Esq.
Name of Contact Person

White & Case LLP
Firm/Company

200 S. Biscayne Blvd. #4900
Address

Miami, FL 33131
City/State and Zip Code

kdecastro@whitecase.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Krista DeCastro at (305) 371-2700
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee & Certificate of Status

\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

\$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)**

**SECTION I
(1-3 MUST BE COMPLETED)**

F09000003307

(Document number of corporation (if known))

1. WCI 2009 Corporation
(Name of corporation as it appears on the records of the Department of State)

2. Delaware 3. 8/20/2009
(Incorporated under laws of) (Date authorized to do business in Florida)

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TALLAHASSEE, FLORIDA

**SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? August 26, 2009

5. WCI Communities, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

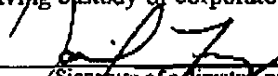
6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

DAVID FRY
(Typed or printed name of person signing)

CHIEF EXECUTIVE OFFICER
(Title of person signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WCI 2009 CORPORATION", CHANGING ITS NAME FROM "WCI 2009 CORPORATION" TO "WCI COMMUNITIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2009, AT 4:40 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4704307 8100

090810222

You may verify this certificate online at corp.delaware.gov/authver.shtml



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7497578

DATE: 08-27-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:13 PM 08/26/2009
FILED 04:40 PM 08/26/2009
SRV 090810222 - 4704307 FILE

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

WCI 2009 CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: The name of the Corporation is hereby changed from WCI 2009 Corporation to WCI Communities, Inc., and to effect such change, the heading and Article I of the Certificate of Incorporation of the Corporation be amended, insofar as they refer to name of the Corporation, to read WCI Communities, Inc. in lieu of WCI 2009 Corporation.

SECOND: That said amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

THIRD: The effective time of the amended herein certified shall be 12:02 a.m. on August 26th 2009.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed as of the date first written above.

By: 
Name: JONATHAN PERTCHIK
Title: Chief Restructuring Officer