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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

M/I HOMES OF ORLANDO, LLC

Certificate of Status	0
Certified Copy	1
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80.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
#LO5000051350 M/I Homes of Lake County, LLC	FL	Limited liability company
M/I Homes of Orlando, LLC	FL	limited liability company
#LDa000029195		

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
M/I Homes of Orlando, LLC	FL	limited liability company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2007

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4331-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

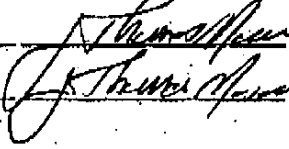
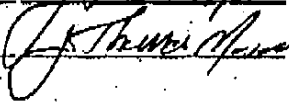
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
M/I Homes of Lake County, LLC		J. Thomas Mason
M/I Homes of Orlando, LLC		J. Thomas Mason

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Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees:

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

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PLAN OF MERGER

This PLAN OF MERGER (the "Plan"), to be effective as of December 31, 2007, by and between M/I Homes of Orlando, LLC, a Florida limited liability company ("M/I of Orlando"), and M/I Homes of Lake County, LLC, a Florida limited liability company ("M/I of Lake County"). M/I of Orlando and M/I of Lake County are hereinafter sometimes collectively referred to as the "Constituent Entities."

WITNESSETH:

WHEREAS, M/I of Orlando and M/I of Lake County desire to effect the merger of M/I of Lake County with and into M/I of Orlando, pursuant to the provisions of Section 608.438 of the Florida Statutes (the "Florida LLC Merger Statutes"); and

WHEREAS, M/I Homes of Florida, LLC, a Florida limited liability company which is the sole member of each of M/I of Orlando and M/I of Lake County, has determined that it is advisable and in the best interest of each of M/I of Orlando and M/I of Lake County that M/I of Lake County merge with and into M/I of Orlando upon the terms and subject to the conditions herein provided; and

WHEREAS, M/I Homes of Florida, LLC, acting in its capacity as the sole member of M/I of Orlando, has approved this Plan on behalf of M/I of Orlando pursuant to an action by written consent of the sole member of M/I of Orlando, dated as of December __, 2007, in accordance with the provisions of the First Amended and Restated Operating Agreement and Declaration of M/I of Orlando, dated January 2, 2003;

WHEREAS, M/I Homes of Florida, LLC, acting in its capacity as the sole member of M/I of Lake County, has approved this Plan on behalf of M/I of Lake County pursuant to an action by written consent of the sole member of M/I of Lake County, dated as of December __, 2007, in accordance with the provisions of the Operating Agreement and Declaration of M/I of Lake County, dated May 23, 2005;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the Constituent Entities agree that M/I of Lake County shall be merged with and into M/I of Orlando and that the terms and conditions of the merger, the mode of carrying the merger into effect, the manner of converting the interests in the Constituent Entities and certain other provisions relating thereto shall be as hereinafter set forth.

ARTICLE I

THE MERGER

Section 1.01. Surviving Limited Liability Company. Subject to the terms and provisions of this Plan, and in accordance with the applicable provisions of the Florida LLC Merger Statutes, as of the Effective Date (as defined in Section 1.07 hereof), M/I of Lake County shall be merged with and into M/I of Orlando (the "Merger"). M/I of Orlando shall be the surviving limited liability company (hereinafter sometimes called the "Surviving Entity") of the Merger and shall continue its existence under the laws of the State of Florida. As of the Effective Date, the separate existence of M/I of Lake County shall cease.

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Section 1.02. Effects of the Merger. As of the Effective Date, the Merger shall have the effects provided for herein and in Section 608.4383 of the Florida Statutes.

Section 1.03. Articles of Organization. The Articles of Organization of M/I of Orlando, as in effect immediately prior to the Effective Date, shall be the articles of organization of the Surviving Entity until thereafter duly amended in accordance with the provisions thereof and applicable law.

Section 1.04. Operating Agreement and Declaration. As of the Effective Date, the First Amended and Restated Operating Agreement and Declaration of M/I of Orlando, as in effect immediately prior to the Effective Date, shall be the operating agreement of the Surviving Entity until thereafter duly amended in accordance with the provisions thereof and applicable law.

Section 1.05. Managers of the Surviving Entity. As of the Effective Date, each individual who is a member of the Management Committee of M/I of Orlando immediately prior to the Effective Date shall continue as a manager of the Surviving Entity.

Section 1.06. Officers of the Surviving Entity. As of the Effective Date, each individual who is an officer of M/I of Orlando immediately prior to the Effective Date shall continue as an officer of the Surviving Entity.

Section 1.07. Effective Date. The Merger shall become effective in accordance with the applicable provisions of the Florida LLC Merger Statutes as of the close of business on December 31, 2007 (the "Effective Date").

Section 1.08. Additional Actions. If, at any time after the Effective Date, the Surviving Entity shall consider or be advised that any further deeds, assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Entity, title to and possession of any property or right of M/I of Lake County acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Plan, M/I of Lake County and its member shall be deemed to have granted hereby to the Surviving Entity an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to, and the possession of, such property or rights in the Surviving Entity and otherwise to carry out the purposes of this Plan; and the member and the proper officers of the Surviving Entity are hereby fully authorized in the name of M/I of Lake County or otherwise to take any and all such actions.

ARTICLE II

MANNER, BASIS AND EFFECT OF CONVERTING INTERESTS

Section 2.01. Conversion of Interests. As of the Effective Date:

(a) The interest of the sole member of M/I of Lake County immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the sole member, be canceled and shall cease to exist, and shall not be converted into an interest in the Surviving Entity or the right to receive other securities, cash, rights or any other property; and

(b) The interest of the sole member of M/I of Orlando immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the sole member, continue in existence and, as of and after the Effective Date, represent all of the interest in the Surviving Entity.

ARTICLE III

MISCELLANEOUS

Section 3.01. Counterparts. This Plan may be executed in one or more counterparts, each of which shall be deemed to be a duplicate original, but all of which, taken together, shall be deemed to constitute a single instrument.

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IN WITNESS WHEREOF, each of M/I Homes of Orlando, LLC and M/I Homes of Lake County, LLC has caused this Agreement of Merger to be signed by a duly authorized officer, to be effective as of the date first set forth above.

M/I HOMES OF ORLANDO, LLC

By: J. Thomas Mason
J. Thomas Mason,
Senior Vice President and General Counsel

M/I HOMES OF LAKE COUNTY, LLC

By: J. Thomas Mason
J. Thomas Mason,
Senior Vice President and General Counsel

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