

FILE No. 008 08/17/07 10:56 00: BILZIN, SUMBERG  
Division of Corporations

FAX: 305 374 7593

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**LD000114706**

**Florida Department of State  
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To: Division of Corporations  
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From: Account Name : BILZIN SUMBERG BAENA PRICE & AXELROD LLP  
Account Number : 075350000132  
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*Vivian R.*

**MERGER OR SHARE EXCHANGE**

**Lennar Homes, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$166.25

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Fax Audit No. H07- 000207761 3

Effective Date 8/18/07

**CERTIFICATE OF MERGER  
OF  
LENNAR BC, LLC, a Florida limited liability company,  
AND  
LENNAR SJV, LLC, a Florida limited liability company,  
WITH AND INTO  
LENNAR HOMES, LLC, a Florida limited liability company**

LOT-69832  
LOT-69838  
LO6-114706

The following Certificate of Merger (this "Certificate") is being submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act (the "Act").

**FIRST:** Pursuant to that certain Agreement and Plan of Merger (the "Plan") by and among LENNAR BC, LLC, a Florida limited liability company, and Lennar SJV, LLC, a Florida limited liability company (individually, each a "Non-Surviving Entity" and collectively, the "Non-Surviving Entities"), and Lennar Homes, LLC, a Florida limited liability company (the "Surviving Entity"), the Non-Surviving Entities intend to merge (the "Merger") with and into the Surviving Entity. A copy of the Plan is attached hereto as Exhibit "A" and incorporated by reference herein.

**SECOND:** The Plan was approved by each of the Non-Surviving Entities and the Surviving Entity in accordance with the applicable provisions of the Act.

**THIRD:** The Merger shall become effective as of 12:01 A.M. (Eastern Time) on August 18, 2007.

*[Signatures on following pages]*

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IN WITNESS WHEREOF, the undersigned have caused this Certificate to be executed this 1<sup>st</sup> day of August, 2007.

**NON-SURVIVING ENTITIES:**

LENNAR BC, LLC, a Florida limited liability company

By: BOGGY CREEK, LLC, a Florida limited liability company, its member

By: LENNAR HOMES, LLC, a Florida limited liability company and successor by merger to Boggy Creek U.S.H., INC., a Florida corporation, its member

By:   
Print Name: Mark Sustana  
Title: Vice President

LENNAR SJV, LLC, a Florida limited liability company

By: STONEYBROOK JOINT VENTURE, a Florida general partnership, its member

By: RIVENHOME CORPORATION, a Florida corporation, partner

By:   
Print Name: L. Christian Martin  
Title: Vice President

By: STONEY CORPORATION, a Florida corporation, partner

By:   
Print Name: Mark Sustana  
Title: Vice President

[REMAINING SIGNATURES ON FOLLOWING PAGE.]

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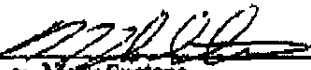
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**SURVIVING ENTITY:**

**LENNAR HOMES, LLC, a Florida limited liability company**

By:   
Name: Mark Sustana  
Title: Vice President

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**EXHIBIT "A"**

**AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 16<sup>th</sup> day of August, 2007, by and between LENNAR BC, LLC, a Florida limited liability company, and LENNAR SJV, LLC, a Florida limited liability company (collectively, the "Non-Surviving Entities"), each having a mailing address of 700 N.W. 107<sup>th</sup> Avenue, Miami, Florida 33172, and LENNAR HOMES, LLC, a Florida limited liability company (the "Surviving Entity"), having a mailing address of 700 N.W. 107<sup>th</sup> Avenue, Miami, Florida 33172.

WHEREAS, the Non-Surviving Entities and the Surviving Entity wish to enter into a plan of merger, pursuant to which the Non-Surviving Entities will merge with and into the Surviving Entity.

NOW THEREFORE, in consideration of the premises and mutual covenants set forth below, the parties agree as follows:

1. Non-Surviving Entities. The name and jurisdiction of formation of the Non-Surviving Entities are as follows:

<u>Name of Entity</u>	<u>State of Formation</u>
Lennar BC, LLC	Florida
Lennar SJV, LLC	Florida

2. Surviving Entity: The name and jurisdiction of formation of the Surviving Entity is as follows:

<u>Name of Entity</u>	<u>State of Formation</u>
Lennar Homes, LLC	Florida

3. The Merger. Subject to the terms and conditions of this Agreement and in accordance with Section 608.438 of the Florida Limited Liability Company Act (the "Act"), at the "Effective Date," as hereinafter defined, the Non-Surviving Entities shall merge (the "Merger") with and into the Surviving Entity. Upon consummation of the Merger, the separate existence of the Non-Surviving Entities shall cease and the Surviving Entity shall be the sole surviving entity of the Merger.

4. Effective Date and Time of the Merger. The Merger shall become effective as of 12:01 A.M. (Eastern Time) on August 18, 2007 (the "Effective Date").

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5. Treatment of Shares or other Evidences of Ownership.

(a) Each membership interest in the Non-Surviving Entities existing immediately prior to the Effective Date, and any right to acquire a membership therein, shall, by virtue of the Merger and without any action on the part of the holder thereof, or any consideration being tendered thereto, be cancelled and retired and cease to exist, without any conversion thereof.

(b) Each membership interest in the Surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership therein, shall, by virtue of the Merger, and without any action on the part of the holder thereof, continue to exist as a membership interest and right to acquire a membership interest, respectively, in the Surviving Entity.

6. Effects of the Merger. At and after the Effective Date, the Merger shall have the effects set forth in Section 608.4383 of the Act.

7. Articles of Organization of the Surviving Entity. Upon the Effective Date, the Articles of Organization, as amended, and Operating Agreement of the Surviving Entity shall be the Articles of Organization, as amended, and Operating Agreement of the Surviving Entity.

7. Governing Law. This Agreement shall be governed by the laws of the State of Florida.

8. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

[SIGNATURES ON FOLLOWING PAGES.]

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IN WITNESS WHEREOF, the undersigned have executed this Agreement effective as of the 16th day of August, 2007.

**NON-SURVIVING ENTITIES:**

LENNAR BC, LLC, a Florida limited liability company

By: BOGGY CREEK, LLC, a Florida limited liability company, its member

By: LENNAR HOMES, LLC, a Florida limited liability company and successor by merger to Boggy Creek U.S.H., INC., a Florida corporation, its member

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

LENNAR SJV, LLC, a Florida limited liability company

By: STONEYBROOK JOINT VENTURE, a Florida general partnership, its member

By: RIVENHOME CORPORATION, a Florida corporation, partner

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: STONEY CORPORATION, a Florida corporation, partner

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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**SURVIVING ENTITY:**

**LENNAR HOMES, LLC, a Florida limited liability company**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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