

FILE No. 026 08/21/07 16:49

D: BILZIN, SUMBERG

FOX: 305 374 7580

PAGE 1/6

Division of Corporations

Page 1 of 1

LENNAR 114706

*Leslie
2/15/92*

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000210487 3)))



H070002104873ABC\$

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : BILZIN SUMBERG BAENA PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 351-2122

LS

MERGER OR SHARE EXCHANGE

LENNAR HOMES, LLC

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$122.50

RECEIVED

07 AUG 21 AM 8:00

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 AUG 21 AM 8:48

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

Fax Audit No. H07-000210487 3

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

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 between Lennar BV, LLC, a Florida limited liability company (the "Non-Surviving Entity"), and Lennar Homes, LLC, a Florida limited liability company (the "Surviving Entity"), the Non-Surviving Entity intends 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 Entity 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 23, 2007.

[Signatures on following pages]

FILED
2007 AUG 21 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H07- 000210487 3

IN WITNESS WHEREOF, the undersigned have caused this Certificate to be executed this 24th day of August, 2007.

NON-SURVIVING ENTITY:

LENNAR BV, LLC, a Florida limited liability company


By: BAYVEST, LLC, a Florida limited liability company, its member

By: BAYHOME USH, INC., a Florida corporation, its member

By: 
Print Name: Mark Sustana
Title: Vice President

SURVIVING ENTITY:

LENNAR HOMES, LLC, a Florida limited liability company

By: 
Name: L. Christian Marlin
Title: Vice President

2007 AUG 21 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Fax Audit No. H07-000210487 3

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 21st day of August, 2007, by and between LENNAR BV, LLC, a Florida limited liability company (the "Non-Surviving Entity"), having a mailing address of 700 N.W. 107th Avenue, Miami, Florida 33172, and LENNAR HOMES, LLC, a Florida limited liability company (the "Surviving Entity"), having a mailing address of 700 N.W. 107th Avenue, Miami, Florida 33172.

WHEREAS, the Non-Surviving Entity and the Surviving Entity wish to enter into a plan of merger, pursuant to which the Non-Surviving Entity 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 Entity. The name and jurisdiction of formation of the Non-Surviving Entity are as follows:

<u>Name of Entity</u>	<u>State of Formation</u>
Lennar BV, 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 Entity shall merge (the "Merger") with and into the Surviving Entity. Upon consummation of the Merger, the separate existence of the Non-Surviving Entity 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 23, 2007 (the "Effective Date").

2007 AUG 21 AM 8:48
DEPT. OF STATE
TALLAHASSEE, FLORIDA

FILED

Fax Audit No. H07-000210487 3

5. Treatment of Membership Interests.

(a) Each membership interest in the Non-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, 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.]

2007 AUG 21 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FILE No.026 08/21 '07 16:41 ID:BILZIN,SUMBERG

FAX:3053747593

PAGE 6/ 6

Fax Audit No. H07-000210487 3

IN WITNESS WHEREOF, the undersigned have executed this Agreement effective as of the 21st day of August, 2007.

NON-SURVIVING ENTITY:

LENNAR BV, LLC, a Florida limited liability company

By: BAYVEST, LLC, a Florida limited liability company, its member

By: BAYHOME USH, INC., a Florida corporation, its member

By: _____
Print Name: _____
Title: _____

SURVIVING ENTITY:

LENNAR HOMES, LLC, a Florida limited liability company

By: _____
Name: _____
Title: _____

FILED
2007 AUG 21 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA