

L51009

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WEITZER LAGO MAR HOMES, INC., a Florida corporation, V58659

WEITZER PINE GLENN HOMES, INC., a Florida corporation, P92000008288

INTO

WEITZER HOUSING CORPORATION, a Florida corporation, L51009.

File date: April 25, 1997

Corporate Specialist: Darlene Connell



L51009

April 24, 1997

FILED
97 APR 25 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Amendments Section
409 East Gaines Street
Tallahassee, Florida 32399

via FEDERAL EXPRESS

400002155164--9
-04/25/97--01069--001
****105.00 ****105.00

Re: Merger of Weitzer Pine Glenn Homes, Inc. and Weitzer
Lago Mar Homes, Inc. into Weitzer Housing Corporation

Dear Sir or Madam:

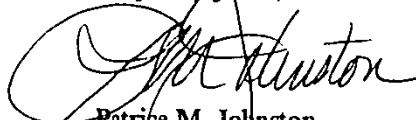
Enclosed are the Articles of Merger of Weitzer Pine Glenn Homes, Inc. and Weitzer Lago Mar Homes, Inc. into Weitzer Housing Corporation. A copy of the Plan of Merger is attached to the Articles of Merger as Exhibit "A." Also enclosed is our check payable to the Florida Department of State in the amount of \$105 representing the \$35 fee per corporation directly involved in the merger transaction. (I was advised by your office that the fee does not apply to Weitzer Homebuilders Incorporated because it is not a merging entity.)

We will very much appreciate your processing these documents prior to May 1, 1997 so that it will not be necessary for us to file corporate annual reports for Weitzer Pine Glenn Homes, Inc. and Weitzer Lago Mar Homes, Inc.

If you have any questions or if anything further is required, please do not hesitate to contact me at (305) 819-4663, Ext. 37.

Thank you in advance for your prompt assistance in this matter.

Very truly yours,


Patrice M. Johnston
Legal Assistant

Merger
5/2/97



FILED
97 APR 25 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
WEITZER PINE GLENN HOMES, INC.
AND
WEITZER LAGO MAR HOMES, INC.
INTO
WEITZER HOUSING CORPORATION**

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

ARTICLE I

The names of the corporations which are parties to the within merger are WEITZER PINE GLENN HOMES, INC., a Florida corporation, WEITZER LAGO MAR HOMES, INC., a Florida corporation and WEITZER HOUSING CORPORATION, a Florida corporation (hereinafter collectively referred to as the "Nonsurviving Corporations"). WEITZER HOUSING CORPORATION is the Surviving Corporation. WEITZER HOMEBUILDERS INCORPORATED, a Florida corporation, is the parent and sole shareholder of the Surviving Corporation and the Nonsurviving Corporations.

ARTICLE II

The Plan of Merger, containing the information required by Section 607.1104 of the Florida Statutes, is set forth in Exhibit "A" attached hereto and made a part hereof.

ARTICLE III

The Plan of Merger was adopted by the Board of Directors of WEITZER HOMEBUILDERS INCORPORATED, a Florida corporation, the parent and sole shareholder of the Surviving Corporation and the Nonsurviving Corporations as of April24, 1997, pursuant to Section 607.1104 of the Florida Statutes.

ARTICLE IV

The manner of adoption and vote of WEITZER PINE GLENN HOMES, INC., the

Nonsurving Corporation, was as follows:

A shareholder vote and/or approval was not required but the sole shareholder approved the Plan of Merger and these Articles as of April 24, 1997.

ARTICLE V

The manner of adoption and vote of WEITZER LAGO MAR HOMES, INC., the Nonsurving Corporation, was as follows:

A shareholder vote and/or approval was not required but the sole shareholder approved the Plan of Merger and these Articles as of April 24, 1997.

ARTICLE VI

These Articles of Merger are effective as of the date hereof.

DATED this 24th day of April, 1997.

WEITZER PINE GLENN HOMES, INC.
a Florida corporation

By: 

HARRY WEITZER, President

WEITZER LAGO MAR HOMES, INC.
a Florida corporation

By: 

HARRY WEITZER, President

WEITZER HOUSING CORPORATION
a Florida corporation

By: 

HARRY WEITZER, President

WEITZER HOMEBUILDERS INCORPORATED
a Florida corporation

By: 

HARRY WEITZER, President

Sole Shareholder of WEITZER PINE GLENN
HOMES, INC., WEITZER LAGO MAR
HOMES, INC. and WEITZER HOUSING
CORPORATION

EXHIBIT "A"
PLAN OF MERGER

THIS PLAN OF MERGER is entered into this 24th day of April, 1997, by and among **WEITZER HOUSING CORPORATION**, a Florida corporation, whose principal office is located at 5901 N.W. 151st Street, Suite 120, Miami Lakes, Florida 33014 (hereinafter referred to as the "Surviving Corporation"), **WEITZER PINE GLENN HOMES, INC.**, a Florida corporation, and **WEITZER LAGO MAR HOMES, INC.**, a Florida corporation, whose principal offices are located at 5901 N.W. 151st Street, Suite 120, Miami Lakes, Florida 33014, (hereinafter collectively referred to as the "Nonsurviving Corporations") and **WEITZER HOMEBUILDERS INCORPORATED**, a Florida corporation whose principal office is located at 5901 N.W. 151 Street, Suite 120, Miami Lakes, Florida 33014 (hereinafter referred to as "HOMEBUILDERS") (Nonsurviving Corporations, Surviving Corporation and HOMEBUILDERS are hereinafter collectively referred to as the "Parties").

WITNESSETH:

WHEREAS, Surviving Corporation has a capitalization of ten thousand (10,000) authorized shares of \$.01 par value common stock, of which one-hundred (100) shares are issued and outstanding;

WHEREAS, WEITZER PINE GLENN HOMES, INC. has a capitalization of one thousand (1,000) authorized shares of \$.05 par value common stock, of which one-hundred (100) shares are issued and outstanding;

WHEREAS, WEITZER LAGO MAR HOMES, INC. has a capitalization of one thousand (1,000) authorized shares of \$.05 par value common stock, of which one hundred (100) shares are issued and outstanding;

WHEREAS, HOMEBUILDERS is the sole owner of all of the issued and outstanding stock of Surviving Corporation and Nonsurviving Corporations;

WHEREAS, the boards of directors of HOMEBUILDERS, Surviving Corporation and Nonsurviving Corporations deem it desirable and in the best business interests of the corporations and their shareholders that Nonsurviving Corporations be merged into Surviving Corporation pursuant to the provisions of Sections 607.1101 et seq. of the Florida Statutes in order that the transaction qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants, stipulations and agreements hereinafter made and for other good and valuable considerations, the Parties hereby agree as follows:

ARTICLE I
MERGER

Nonsurviving Corporations shall merge with and into Surviving Corporation, which shall be the surviving corporation.

ARTICLE II
TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of Nonsurviving Corporations shall cease, and Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of Nonsurviving Corporations, without the necessity for any separate transfer. Surviving Corporation shall then be responsible and liable for all liabilities and obligations of Nonsurviving Corporations, and neither the rights of creditors nor any liens on the property of Nonsurviving Corporations shall be impaired by the merger.

ARTICLE III
CONVERSION OF SHARES

The manner and basis of converting the shares of Nonsurviving Corporations into shares of Surviving Corporation is as follows:

A. Each share of the common stock of WEITZER PINE GLENN HOMES, INC. and WEITZER LAGO MAR HOMES, INC. issued and outstanding on the effective date of the merger shall be converted into .01 share of the common stock of Surviving Corporation, which shares of common stock of Surviving Corporation shall then be issued and outstanding.

B. After the effective date of the merger, each holder of certificates for shares of common stock in any of the Nonsurviving Corporations shall surrender them to Surviving Corporation or its duly appointed agent, in the manner that Surviving Corporation shall legally require. On receipt of the share certificates, Surviving Corporation shall issue and exchange certificates for shares of common stock in Surviving Corporation, representing the number of shares of stock to which the holder is entitled as provided above.

ARTICLE IV
CHANGES IN ARTICLES OF INCORPORATION

The articles of incorporation of Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger.

ARTICLE V
CHANGES IN BYLAWS

The bylaws of Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

ARTICLE VI
DIRECTORS AND OFFICERS

The directors and officers of Surviving Corporation on the effective date of the merger shall continue as the directors and officers of Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

ARTICLE VII
DISSENTING SHAREHOLDERS

The shareholders of Surviving Corporation and Nonsurviving Corporations who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Statutes, may be entitled, if they comply with the provisions of the Florida Statutes regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

ARTICLE VIII
EFFECTIVE DATE OF MERGER

The effective date of this merger is the date hereof.

ARTICLE IX
EXECUTION OF AGREEMENT

Executed on behalf of the Parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Attest:

WEITZER HOUSING CORPORATION, a Florida
Corporation



ESTELLE BURNSIDE, Secretary



By: HARRY WEITZER, President

Attest:

Estelle Burnside
ESTELLE BURNSIDE, Secretary

WEITZER PINE GLENN HOMES, INC., a Florida
corporation

By:

HARRY WEITZER, President

Attest:

Estelle Burnside
ESTELLE BURNSIDE, Secretary

WEITZER LAGO MAR HOMES, INC., a Florida
corporation

By:

HARRY WEITZER, President

Attest:

Estelle Burnside
ESTELLE BURNSIDE, Secretary

WEITZER HOMEBUILDERS INCORPORATED,
a Florida corporation

By:

HARRY WEITZER, President