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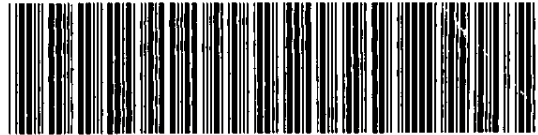
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09 DEC 31 AM 10:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Metzger
11/19

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Paragon Homes of South Florida, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Thomas O. Wells, Esq.
Contact Person

Thomas O. Wells, P.A.
Firm/Company

540 Biltmore Way
Address

Coral Gables, FL 33134
City/State and Zip Code

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

For further information concerning this matter, please call:

Thomas O. Wells At (305) 444-0016
Name of Contact Person Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF MERGER OF
PARAGON HOMES HOLDING CORPORATION,
a Florida corporation,
with and into
PARAGON HOMES OF SOUTH FLORIDA, INC.,
a Florida corporation**

FILED
09 DEC 31 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, as amended (the "Florida Business Corporation Act"), Paragon Homes Holding Corporation, a Florida corporation (the "Corporation"), and Paragon Homes of South Florida, Inc., a Florida corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging the Corporation with and into the Surviving Corporation.

1. The Corporation shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be the surviving entity of the merger, pursuant to that certain Agreement and Plan of Merger by and between the parties dated effective as of December 31, 2009 (the "Plan of Merger").

2. The name of the surviving entity shall be "Paragon Homes of South Florida, Inc."

3. The Plan of Merger was properly approved, adopted, certified, executed and acknowledged by those shareholders of the Corporation owning a majority voting interest in accordance with Section 607.1103 of the Florida Business Corporation Act, and by those shareholders owning a majority voting interest of the Surviving Corporation in accordance with Section 607.1103 of the Florida Business Corporation Act.

4. This merger shall become effective as of December 31, 2009 after the filing of the Articles of Merger with the office of the Florida Secretary of State of Florida (the "Effective Date").

5. The executed Plan of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is 5240 S University Drive, Suite 102, Davie, Florida 33328.

6. A copy of the Plan of Merger will be furnished by the Surviving Corporation on request and without cost to any shareholder of the Corporation and any member of the Surviving Corporation.

IN WITNESS WHEREOF, this Articles of Merger having been executed on behalf of the Corporation and the Surviving Corporation by their authorized representatives on December 31, 2009.

PARAGON HOMES HOLDING CORPORATION

By: 
Eduardo Camet, President

PARAGON HOMES OF SOUTH FLORIDA, INC.

By: 
Eduardo Camet, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of December 31, 2009, is made by and between PARAGON HOMES HOLDING CORPORATION, a Florida corporation (the "Corporation"), and PARAGON HOMES OF SOUTH FLORIDA, INC., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the parties desire that the Corporation be merged with and into the Surviving Corporation, with the Surviving Corporation being the surviving entity, in accordance with Section 607.1106 of the Florida Business Corporation Act, as amended (the "Florida Corporation Act");

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

1. In accordance with the provisions of this Plan of Merger and Section 607.1106 of the Florida Corporation Act, on the *Effective Date* (as defined below), the Corporation shall simultaneously be merged with and into the Surviving Corporation (the "Merger"), the separate existence of the Corporation shall cease, and the Surviving Corporation shall continue its existence under the laws of Florida under its present name (the "Surviving Entity"). The Corporation and the Surviving Corporation are collectively referred to herein as the "Constituent Entities." The name and business address of the Surviving Entity is:

PARAGON HOMES OF SOUTH FLORIDA, INC.
5240 S University Drive, Suite 102
Davie, Florida 33328

2. The Merger shall become effective as of December 31, 2009 after the filing of the Articles of Merger, a copy of which is attached hereto as Exhibit A, with the office of the Florida Secretary of State of Florida (the "Effective Date").

3. The Surviving Entity shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Entities. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to or any interest in any real estate vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger and shall, upon the Effective Date, be vested in the Surviving Entity. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.

4. At the Effective Date, by virtue of the Merger, and without any action on the part of the parties or otherwise, the rights and interests held by the shareholders of the Corporation shall be

automatically converted into the same rights, percentage voting interest and stock interest in the Surviving Corporation.

5. The Articles of Incorporation filed on behalf of the Surviving Corporation with Secretary of State of Florida on October 31, 2000 (the "Articles of Incorporation") and the Bylaws shall be the Articles of Incorporation and Bylaws, respectively, for the Surviving Entity.

6. The Surviving Corporation acknowledges and represents that it has complied with all applicable provisions under the Florida Corporation Act to effectuate the Merger. The Corporation acknowledges and represents that it has complied with all applicable provisions under the Florida Corporation Act to effectuate the Merger.


7. The officers and directors of the Corporation and the officers and directors of the Surviving Corporation may abandon and/or amend this Plan of Merger, or the terms hereof, at any time prior to the Effective Date, in accordance with the Florida Corporation Act.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first set forth above.

Corporation:

Paragon Homes Holding Corporation, a Florida corporation

By:


Eduardo Camet, its President

Surviving Corporation:

Paragon Homes of South Florida, Inc., a Florida corporation

By:


Eduardo Camet, its President

EXHIBIT A

ARTICLES OF MERGER

**WRITTEN CONSENT OF THE
SHAREHOLDER OWNING A MAJORITY VOTING INTEREST AND THE SOLE DIRECTOR OF
PARAGON HOMES HOLDING CORPORATION**


THE UNDERSIGNED, being the shareholder owning a majority voting interest and the sole director of Paragon Homes Holdings Corporation, a Florida corporation (the "Company"), does hereby consent and subscribe to the following acts and resolutions in accordance with the Florida Business Corporation Act:

RESOLVED, that the officers of the Company are hereby authorized and directed to execute and deliver that certain Articles of Merger, a copy of which is attached as Exhibit A, and do all things that any of them deems is reasonable to effectuate the transactions referenced therein;

FURTHER RESOLVED, that the officers of the Company be and hereby are authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents as may, in each of their discretion, be deemed necessary or desirable to carry out and comply with the terms and provisions of these resolutions, and all acts and doings of the officers and directors of the Company which are in conformity with the intent and purpose of these resolutions whether heretofore or hereafter taken or done shall be and the same are hereby in all respects ratified, confirmed and approved as acts of the Company.


IN WITNESS WHEREOF, this written consent was executed by the shareholder owning a majority voting interest and the sole director of the Company effective as of this 31st day of December, 2009.

SHAREHOLDER:



Eduardo Camet

DIRECTOR:



Eduardo Camet

**WRITTEN CONSENT OF THE
SHAREHOLDER OWNING A MAJORITY VOTING INTEREST AND THE SOLE DIRECTOR OF
PARAGON HOMES OF SOUTH FLORIDA, INC.**

THE UNDERSIGNED, being the shareholder who owns a majority voting interest and the sole director of Paragon Homes of South Florida, Inc., a Florida corporation (the "Company"), does hereby consent and subscribe to the following acts and resolutions in accordance with the Florida Business Corporation Act:

RESOLVED, that the officers of the Company are hereby authorized and directed to execute and deliver that certain Articles of Merger, a copy of which is attached as Exhibit A, and do all things that any of them deems is reasonable to effectuate the transactions referenced therein;

FURTHER RESOLVED, that the officers of the Company be and hereby are authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents as may, in each of their discretion, be deemed necessary or desirable to carry out and comply with the terms and provisions of these resolutions, and all acts and doings of the officers and directors of the Company which are in conformity with the intent and purpose of these resolutions whether heretofore or hereafter taken or done shall be and the same are hereby in all respects ratified, confirmed and approved as acts of the Company.


IN WITNESS WHEREOF, this written consent was executed by the shareholder who owns a majority voting interest and the sole and director of the Company effective as of this 31st day of December, 2009.

SHAREHOLDER:



Eduardo Camet

DIRECTOR:



Eduardo Camet