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LEVITT CORPORATION

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ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEVITT CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Amended and Restated Articles of Incorporation of LEVITT CORPORATION, a Florida corporation (the "Corporation"), are hereby amended pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act and such amendments are set forth as follows:

1. The first sentence of the first paragraph of Article III is hereby deleted in its entirety and replaced with the following:

"The aggregate number of shares of capital stock which this Corporation shall have authority to issue is One Hundred Sixty-Five Million (165,000,000) of which Five Million (5,000,000) shall be preferred stock, par value \$.01 per share, and of which One Hundred Sixty Million (160,000,000) shall be common stock, par value \$.01 per share, consisting of One Hundred Fifty Million (150,000,000) shares of a class designated "Class A Common Stock" and Ten Million (10,000,000) shares of a class designated "Class B Common Stock" (the Class A Common Stock and the Class B Common Stock are sometimes hereinafter referred to collectively as the "Common Stock")."

The undersigned hereby certifies that the foregoing was duly adopted and approved by the board of directors of the Corporation on August 27, 2007 and by the holders of the Corporation's Class A Common Stock and Class B Common Stock, voting together as one group, and by the sole holder of the Corporation's Class B Common Stock, voting separately, on September 26, 2007, and the number of votes cast for the amendment by each voting group was sufficient for approval.

Dated effective as of September 26, 2007

LEVITT CORPORATION

By: 

Alan B. Levan,
Chairman and
Chief Executive Officer