

P93000046678

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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.

((H00000033656 0)))

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) 922-4000

From: Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

RECEIVED

00 JUN 23 PM 1:55

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 23 PM 4:20

FILED

MERGER OR SHARE EXCHANGE

LENNAR L.W. ASSETS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

merger
6-26-00
DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

LENNAR LW HOLDINGS, INC., a Florida corporation, P97000023438

INTO

LENNAR L.W. ASSETS, INC., a Florida entity, P93000046678

File date: June 23, 2000

Corporate Specialist: Darlene Connell

FILED
00 JUN 23 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

LENNAR L.W. ASSETS, INC., a Florida corporation (the "Surviving Corporation"), and
LENNAR LW HOLDINGS, INC., a Florida corporation (the "Non-surviving Corporation"), hereby
state and certify as follows, for the purposes of effecting an agreement and plan of merger between
them, pursuant to the requirements of Section 607.1105 of the Florida Business Corporation Act:

1. Attached as Exhibit "A" is the Agreement and Plan of Merger between the Non-surviving Corporation and the Surviving Corporation, which is hereby incorporated by such reference as if fully herein set forth (the "Plan of Merger").

2. The merger of the Non-surviving Corporation with and into the Surviving Corporation shall become effective on the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").

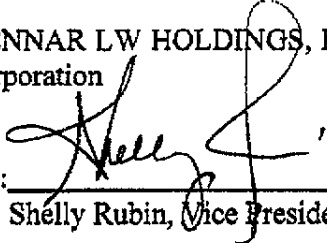
3. The Plan of Merger was duly and unanimously authorized, approved and adopted by the shareholders and Board of Directors of each of the Non-surviving Corporation and the Surviving Corporation by Written Consent thereto dated as of June 15, 2000.

4. Pursuant to the Plan of Merger, as of the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the
22nd day of June, 2000.

NON-SURVIVING CORPORATION:

LENNAR LW HOLDINGS, INC., a Florida
corporation

By: 
Shelly Rubin, Vice President

SURVIVING CORPORATION:

LENNAR L.W. ASSETS, INC., a Florida
corporation

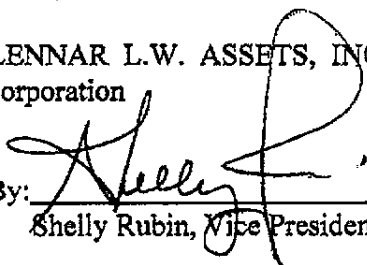
By: 
Shelly Rubin, Vice President

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") relates to the merger of LENNAR LW HOLDINGS, INC., a Florida corporation (the "Non-surviving Corporation"), with and into LENNAR L.W. ASSETS, INC., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Non-surviving Corporation and the Surviving Corporation wish to enter into a merger agreement according to which the Non-surviving Corporation will merge with and into the Surviving Corporation, and the Surviving Corporation will be the surviving corporation.

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

A. The Merger. On the Effective Date (as defined below), the Non-surviving Corporation shall merge with and into the Surviving Corporation (the "Merger"). Immediately following the Merger, the Surviving Corporation shall continue as the surviving corporation, and the separate existence of the Non-surviving Corporation shall cease.

1. Terms and Conditions. The Merger shall become effective on the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date"), and shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act.

2. Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of the Surviving Corporation shall be the Articles of Incorporation and the Bylaws, respectively, of the surviving corporation.

3. Conversion of Shares. At the Effective Date, by virtue of the Merger and without any action on the part of the Surviving Corporation or the Non-surviving Corporation, all outstanding capital stock of the Non-surviving Corporation shall be canceled, without any conversion thereof, and all the outstanding capital stock of Surviving Corporation shall remain outstanding and unchanged. Any rights to acquire capital stock of the Non-Surviving Corporation shall be converted to rights to acquire capital stock of the Surviving Corporation.

FAX AUDIT NO. H00- 33656

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of June _____,
2000.

NON-SURVIVING CORPORATION:

LENNAR LW HOLDINGS, INC., a Florida
corporation

By: _____
Shelly Rubin, Vice President

SURVIVING CORPORATION:

LENNAR L.W. ASSETS, INC., a Florida
corporation

By: _____
Shelly Rubin, Vice President