

P93000046678

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Fax Number : (850)205-0380

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

LENNAR LW NEVADA ASSETS, INC.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

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

INTO

LENNAR LW NEVADA ASSETS, INC.. a Nevada entity not qualified in Florida

File date: May 9, 2001

Corporate Specialist: Darlene Connell

FOR FLORIDA FILING PURPOSES,
FAX AUDIT NO. H01-64566FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2001 MAY -9 PM 4:58ARTICLES OF MERGER

LENNAR LW NEVADA ASSETS, INC., a Nevada corporation (the "Surviving Corporation"), and LENNAR L.W. ASSETS, 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 92A.200 of the Nevada Revised Statutes and Section 607.1107 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 at 11:30 p.m. (Pacific Time) on May 9, 2001 (the "Effective Date").

3. The Plan of Merger was duly and unanimously authorized, approved and adopted by the Board of Directors and shareholders of each of the Non-surviving Corporation and the Surviving Corporation by Written Consent thereto dated as of May 3, 2001, in accordance with the applicable provisions of the Florida Business Corporation Act and the Nevada General Corporation Law, respectively.

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.

9th IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the day of May, 2001.

ATTEST:

By: 

Zena M. Dickstein, Secretary

NON-SURVIVING CORPORATION:

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

By: 

Shelly Rubin, Vice President

[CORPORATE SEAL]

ATTEST:

By: 

Zena M. Dickstein, Secretary

SURVIVING CORPORATION:

LENNAR LW NEVADA ASSETS, INC., a Nevada corporation

By: 

Shelly Rubin, Vice President

[CORPORATE SEAL]

FOR FLORIDA FILING PURPOSES,
FAX AUDIT NO. H01-64566

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") relates to the merger of LENNAR L.W. ASSETS, INC., a Florida corporation (the "Non-surviving Corporation"), having a mailing address of 760 N.W. 107th Avenue, Suite 300, Miami, Florida 33172, with and into LENNAR LW NEVADA ASSETS, INC., a Nevada corporation (the "Surviving Corporation"), having a mailing address of c/o LNR Property Corporation, 760 N.W. 107th Avenue, Suite 300, Miami, Florida 33172.

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 at 11:30 p.m. (Pacific Time) on May 9, 2001 (the "Effective Date"), and shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act and Section 92A.250 of the Nevada Revised Statutes.

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 each of the outstanding shares of the capital stock of the Surviving Corporation shall remain outstanding in the name of the shareholder of the Non-surviving Corporation. Any rights to acquire capital stock of the Non-Surviving Corporation shall be converted to rights to acquire capital stock of the Surviving Corporation.

FOR FLORIDA FILING PURPOSES,
FAX AUDIT NO. H01- 64566

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of May _____,
2001.

NON-SURVIVING CORPORATION:

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

By: _____
Shelly Rubin, Vice President

Attest: _____
Zena M. Dickstein, Secretary

SURVIVING CORPORATION:

LENNAR LW NEVADA ASSETS, INC., a
Nevada corporation

By: _____
Shelly Rubin, Vice President

Attest: _____
Zena M. Dickstein, Secretary