

P93000084172

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From:

Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
Account Number : 075350000132
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EFFECTIVE DATE
06-26-00

FILED
00 JUN 23 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

LENNAR SECURITIES HOLDINGS, INC.

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

Handwritten: ~~Merger~~ 06-26-00 DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

WESTERN FUNDING HOLDINGS CORPORATION, a Nevada corporation not
qualified to transact business in the State of Florida.

INTO

LENNAR SECURITIES HOLDINGS, INC., a Florida entity, P93000084172

File date: June 23, 2000, effective June 26, 2000

Corporate Specialist: Darlene Connell

FILED
00 JUN 23 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

LENNAR SECURITIES HOLDINGS, INC., a Florida corporation (the "Surviving Corporation"), and WESTERN FUNDING HOLDINGS CORPORATION, a Nevada 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 and Section 92A.200 of the Nevada Revised Statutes:

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 Standard Time) on June 26, 2000 (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 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.
5. As of the Effective Date, any service of process for the Non-surviving Corporation shall be effected on the Florida registered agent of the Surviving Corporation at its registered office in Florida, who and which are currently Shelly Rubin at 760 N.W. 107th Avenue, Suite 300, Miami, Florida 33172.

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

ATTEST:

By: Peta-Gay Arnett
Peta-Gay Arnett,
Assistant Secretary

NON-SURVIVING CORPORATION:

WESTERN FUNDING HOLDINGS CORPORATION, a
Nevada corporation

By: Shelly Rubin
Shelly Rubin, Vice President

[CORPORATE SEAL]

ATTEST:

By: Peta-Gay Arnett
Peta-Gay Arnett,
Assistant Secretary

SURVIVING CORPORATION:

LENNAR SECURITIES HOLDINGS, INC., a Florida
corporation

By: Shelly Rubin
Shelly Rubin, Vice President

[CORPORATE SEAL]

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") relates to the merger of WESTERN FUNDING HOLDINGS CORPORATION, a Nevada corporation (the "Non-surviving Corporation"), having a mailing address of c/o Lennar Securities Holdings, Inc., 760 N.W. 107th Avenue, Suite 300, Miami, Florida 33172, with and into LENNAR SECURITIES HOLDINGS, INC., a Florida corporation (the "Surviving Corporation"), having a mailing address of 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 Standard Time) on June 26, 2000 (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 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.

FOR FLORIDA FILING PURPOSES,
FAX AUDIT NO. H00- 33679

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

NON-SURVIVING CORPORATION:

WESTERN FUNDING HOLDINGS
CORPORATION, a Nevada corporation

By: _____
Shelly Rubin, Vice President

Attest: _____
Peta-Gay Arnett, Assistant Secretary

SURVIVING CORPORATION:

LENNAR SECURITIES HOLDINGS, INC.,
a Florida corporation

By: _____
Shelly Rubin, Vice President

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6/15/00

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FOR FLORIDA FILING PURPOSES,
FAX AUDIT NO. H00- 33679