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075350000132

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NAME: LENNAR U.S. HOLDINGS, INC.

AUDIT NUMBER.....H97000021436

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ARTICLES OF MERGER
Merger Sheet

MERGING:

LGP-II HOLDINGS, INC., a Florida corporation (Document #P94000078063)

LENNAR MSW-II HOLDINGS, INC., a Florida corporation (Document
#P95000035575)

INTO

LENNAR U.S. HOLDINGS, INC., a Florida corporation, P94000092376

File date: December 31, 1997

Corporate Specialist: Louise Flemming-Jackson

FAX AUDIT NO. H97- 21436

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ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LENNAR U.S. HOLDINGS, INC., a Florida corporation (the "Surviving Corporation"), and LENNAR MSW-II HOLDINGS, INC. and LGP-II HOLDINGS, INC., each a Florida corporation (collectively, the "Non-surviving Corporations"), 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 Corporations 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 Corporations with and into the Surviving Corporation shall become effective at 11:30 p.m. (Eastern Standard Time) on December 31, 1997 (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 Corporations and the Surviving Corporation by Written Consent thereto dated as of December 2, 1997.

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

This instrument prepared by:

Brian L. Bilzin, Esquire

Florida Bar No. 244252

RUBIN BAUM LEVIN CONSTANT

FRIEDMAN & BILZIN

2500 First Union Financial Center

Miami, Florida 33131-2336

Telephone: 305-374-7580

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12/2/97

FAX AUDIT NO. H97-21436

FAX AUDIT NO. H97- 21436

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 30th day of December, 1997.

NON-SURVIVING CORPORATIONS:

LENNAR MSW-II HOLDINGS, INC., a
Florida corporation

By: 

Jeffrey P. Krasnoff,
Vice President

[CORPORATE SEAL]

LGP-II HOLDINGS, INC., a
Florida corporation

By: 

Jeffrey P. Krasnoff,
Vice President

[CORPORATE SEAL]

SURVIVING CORPORATION:

LENNAR U.S. HOLDINGS, INC., a
Florida corporation

By: 

Jeffrey P. Krasnoff,
Vice President

[CORPORATE SEAL]

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2

FAX AUDIT NO. H97- 21436

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") relates to the merger of LENNAR MSW-II HOLDINGS, INC. and LGP-II HOLDINGS, each a Florida corporation (collectively, the "Non-surviving Corporations"), with and into LENNAR U.S. HOLDINGS, INC., a Florida corporation (the "Surviving Corporation").

W I T N E S S E T H :

WHEREAS, the Non-surviving Corporations and the Surviving Corporation wish to enter into a merger agreement according to which the Non-surviving Corporations 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 Corporations 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 Corporations shall cease.

1. Terms and Conditions. The Merger shall become effective at 11:30 p.m. (Eastern Standard Time) on December 31, 1997 (the "Effective Date"), and shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act.

2. Articles of Incorporation. The Amended and Restated Articles of Incorporation of the Surviving Corporation, as amended, shall be the Articles of Incorporation of the surviving corporation.

3. Conversion of Shares.

(a) Each share of common stock, par value \$1.00 per share, of the Non-surviving Corporations issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof.

FAX AUDIT NO. H97- 21436

(b) Each share of common stock, par value \$1.00 per share, of the Surviving Corporation issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and the Surviving Corporation being the surviving corporation thereof, and without any action on the part of the holder thereof, continue to exist as one share of common stock, par value \$1.00 per share, of the Surviving Corporation's common stock.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of December __, 1997.

NON-SURVIVING CORPORATIONS:

LENNAR MSW-II HOLDINGS, INC., a
Florida corporation

By: _____
Ronald E. Schrager, Vice President

LGP-II HOLDINGS, INC., a Florida
corporation

By: _____
Ronald E. Schrager, Vice President

SURVIVING CORPORATION:

LENNAR U.S. HOLDINGS, INC., a
Florida corporation

By: _____
Ronald E. Schrager, Vice President

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2

FAX AUDIT NO. H97- 21436