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ACCT#:

CONTACT: KENDALL SPARKMAN
PHONE: (305)374-7580
(305)350-2446

FAX #:

NAME: LENNAR U.S. HOLDINGS, INC.

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**SECOND ARTICLES OF AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LENNAR U.S. HOLDINGS, INC.**

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The undersigned, Shelly Rubin, being a Vice President of LENNAR U.S. HOLDINGS, INC., a Florida corporation (the "Corporation"), incorporated December 22, 1994, under Document No. P94000092376, does hereby certify, attest and serve notice, pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, that the Amended and Restated Articles of Incorporation of the Corporation, as heretofore amended, are hereby further amended as follows:

1. Article III of the Amended and Restated Articles of Incorporation of the Corporation, as heretofore amended, is hereby amended and restated in its entirety to read as follows:

"ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including, without limitation:

(a) To acquire by purchase, gift, devise, bequest or otherwise, to manufacture or construct, to own, use, hold and develop, to dispose of by sale, exchange or otherwise, to lease, mortgage, pledge, assign and generally to deal in and with real and personal property of every sort and description, mortgage and business loans, services, goodwill, franchises, inventions, patents, copyrights, trademarks, trade names and licenses, and interests of any sort in any such property.

(b) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.

(c) To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letter of credit, checks and other bills of exchange and other evidences of indebtedness.

This instrument prepared by:
Alan D. Axelrod, Esquire
Florida Bar No. 324884
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

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(d) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation without regard to the interest of this corporation in any debt so guaranteed or assured of in such other person, firm, association or corporation; and to secure any direct or contingent indebtedness of this corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any or all of the property of this corporation, or any interest therein.

(e) To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm, association or corporation and, in connection therewith, to assume liabilities of any person, firm, association or corporation, and, in consideration of any such acquisition, to pay cash, to deliver stock, bonds, other securities or property of any kind.

(f) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences of indebtedness and any and all other securities of any description created, issued or delivered by this corporation or by any other corporation, association, person or firm of the State of Florida or any other state or nation, and while owner thereof, to exercise to the extent permitted by law, all the rights, powers and privileges of ownership, including, without limitation, the right to vote stock or other securities having voting rights as attributes.

(g) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all of the things hereinbefore set forth as principal, agent or otherwise, either alone or in conjunction with others, in any part of the world.

(h) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of this corporation.

The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles

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Miami, Florida 33131-2336

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of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes."

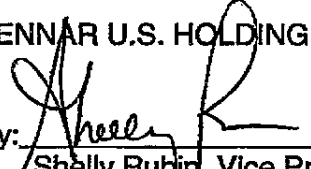
2. Article XIII to the Amended and Restated Articles of Incorporation of the Corporation, as heretofore amended, is hereby deleted in its entirety.

Such amendments of the Amended and Restated Articles of Incorporation of the Corporation have been duly and unanimously authorized, adopted and directed by the Board of Directors and shareholders of the Corporation by Written Consent thereto dated as of the 30th day of May, 1998. All other provisions of the Amended and Restated Articles of Incorporation of the Corporation, as heretofore amended, shall remain in full force and effect without any modification thereof.

The undersigned does hereby further certify on behalf of the Corporation that the Notes, as defined in the Amended and Restated Articles of Incorporation of the Corporation, as heretofore amended, have been paid in full prior to the filing of these Second Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal in her capacity as aforesaid as of the 30th day of May, 1998, on behalf of the Corporation.

LENNAR U.S. HOLDINGS, INC.

By: 
Shelly Rubin, Vice President

[CORPORATE SEAL]

This instrument prepared by:
Alan D. Axelrod, Esquire
Florida Bar No. 324884
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Miami, Florida 33131-2336