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NO. 080 20. 1 of 1

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Florida Department of State
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L. SELLERS

To:
Division of Corporations
Fax Number : (850) 617-6380

MAY 12 2008

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

EXAMINER

Carina Penick X2951

MERGER OR SHARE EXCHANGE

ST. JOE WEST FLORIDA CONTRACTING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

RECEIVED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 MAY -9 AM 7:38

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ARTICLES OF MERGER**OF****ARVIDA HOUSING L.P., INC.**
a Delaware corporation**INTO****ST. JOE WEST FLORIDA CONTRACTING, INC.**
a Florida corporation
(Corporate Charter Number P98000020667)

Pursuant to the provisions of Sections 607.1107 Florida Statutes, the undersigned corporations hereby certify as follows:

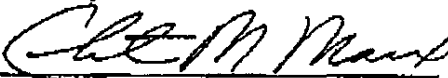
1. The names of the entities which are parties to the merger are St. Joe West Florida Contracting, Inc., a Florida corporation (the "Surviving Corporation"), and Arvida Housing L.P., Inc., a Delaware corporation (the "Merging Corporation"). St. Joe West Florida Contracting, Inc. is the surviving corporation in the merger, and Arvida Housing L.P., Inc. is the merging corporation whose separate business existence shall cease.
2. A copy of the Plan and Agreement of Merger (the "Plan") is attached hereto as Exhibit A and made a part hereof.
3. The Plan was approved by the unanimous written consent of the board of directors and the sole shareholder of the Surviving Corporation dated May 9, 2008, in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and the applicable provisions of Chapter 607 of the Florida Statutes.
4. The Plan was approved by the Merging Corporation in accordance with the applicable laws of the State of Delaware.
5. The merger shall be effective upon filing of the Articles of Merger with the Florida Department of State.

[Signature Page Follows]

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation
have each caused these Articles of Merger to be executed by its authorized officer on May
9, 2008.

SURVIVING CORPORATION

ST. JOE WEST FLORIDA CONTRACTING, INC.,
a Florida corporation

By: 
Name: Christine M. Marx
Title: Secretary

MERGING CORPORATION

ARVIDA HOUSING L.P., INC.,
a Delaware corporation

By: 
Name: Christine M. Marx
Title: Secretary

MAY. 9. 2008 11:34AM

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NO. 080

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EXHIBIT A
PLAN AND AGREEMENT OF MERGER
(SEE ATTACHED)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger, dated as of May 9, 2008, is entered into by and between **ST. JOE WEST FLORIDA CONTRACTING, INC.**, a Florida corporation (the "Surviving Corporation"), and **ARVIDA HOUSING L.P., INC.**, a Delaware corporation (the "Merging Corporation").

WITNESSETH:

WHEREAS, the Merging Corporation and the Surviving Corporation deem it advisable, upon the terms and subject to the conditions set forth herein, that the Merging Corporation be merged with and into the Surviving Corporation, and that the Surviving Corporation be the surviving corporation.

NOW, THEREFORE, it is agreed as follows:

Section 1 - Terms

1.1 On the effective date of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation, with the Surviving Corporation as the surviving corporation (the "merger").

1.2 Upon the effective date of the merger, all currently issued and outstanding shares in the Merging Corporation shall, by virtue of the merger and without any action on the part of the holders thereof, be cancelled and retired and shall cease to exist and no consideration shall be delivered or deliverable in exchange thereof.

1.3 The shareholders of the Surviving Corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

Section 2 - Effective Date

2.1 The merger shall become effective on the time and date specified in the Articles of Merger filed with the Secretary of State of the State of Florida and the Certificate of Merger filed with the Secretary of State of Delaware, herein sometimes referred to as the "effective date of the merger."

Section 3 - Organizational Documents

3.1 The Articles of Incorporation of the Surviving Corporation as in effect at the effective date of the merger shall continue to be the Articles of Incorporation of the Surviving Corporation from and after the merger and shall continue in full force and effect until changed, altered or amended in accordance with the provisions of the Florida Business Corporation Act (the "FBCA"). The Bylaws of the Surviving Corporation as

effect at the effective date of the merger shall continue to be the Bylaws of the Surviving Corporation from and after the merger and shall continue in full force and effect until changed, altered or amended as therein provided and in accordance with the provisions of the FBCA.

Section 4 – Effect of Merger

4.1 At the effective date of the merger, the effect of the merger shall be as provided in the applicable provisions of the FBCA and the Delaware General Corporation Law. Without limiting the generality of such provisions, at the effective date of the merger, all the property, interests, assets, rights, privileges, immunities, powers and franchises of the Merging Corporation shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of the Merging Corporation shall become the debts, liabilities, duties and obligations of the Surviving Corporation.

Section 5 – Amendment and Termination

5.1 At any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida or Certificate of Merger with the Secretary of State of the State of Delaware, this Plan and Agreement of Merger may be amended by the Surviving Corporation and the Merging Corporation to the extent permitted by Florida and Delaware law.

5.2 At any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida or the Certificate of Merger with the Secretary of State of Delaware, this Plan and Agreement of Merger may be terminated and abandoned by the Surviving Corporation and the Merging Corporation.

Section 6 – Covenants and Agreements

6.1 The parties hereto shall each take all such action as may be necessary or appropriate to effectuate the merger under the FBCA and the Delaware General Corporation Law. If, at any time after the effective date of the merger, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Corporation with full right, title and possession to all properties, interest, assets, rights, privileges, immunities, powers and franchises of the Merging Corporation, the appropriate officers of the Surviving Corporation are fully authorized, in the name of the Merging Corporation or otherwise, to take all such lawful and necessary action.

Section 7 – Execution and Effectiveness

7.1 The parties may execute this Agreement in counterparts. Each executed counterpart will be considered an original document, and all executed counterparts, together, will constitute the same agreement.

[Signature Pages Follow]

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have each executed this Agreement by its authorized officer, all as of the date first above written.

SURVIVING CORPORATION

ST. JOE WEST FLORIDA CONTRACTING, INC.,
a Florida corporation

By: Christine M. Marx

Name: Christine M. Marx

Title: Secretary

MERGING CORPORATION

ARVIDA HOUSING L.P., INC.,
a Delaware corporation

By: Christine M. Marx

Name: Christine M. Marx

Title: Secretary

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