

Modified)

11 (exp. 4/94)
LegalStar

03-17-2000

Docket No.:

75444



101291884

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):
Florida Design Communities, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Delaware**
 Other _____

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: **WCI Communities, Inc.**

Internal Address: _____

Street Address: **24301 Walden Center Drive, Suite 300**

City: **Bonita Springs** State: **FL** ZIP: **34134**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Delaware**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is **attached** Yes NO
(Designations must be a separate document from Additional name(s) & address(es) Yes NO

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **6/25/99 enclosed Certificate of Merger**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

Additional numbers Yes No

B. Trademark Registration No.(s)

1,004,084
1,729,827

Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Eric D. Cohen, Esq.**

Internal Address: **Welsh & Katz, Ltd.**

Street Address: **120 South Riverside Plaza, 22nd Floor**

City: **Chicago** State: **IL** ZIP: **60606**

6. Total number of applications and registrations involved:..... **2**

7. Total fee (37 CFR 3.41):.....\$ **\$65.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

23-0920-credit or debit any excess or insufficiency

DO NOT USE THIS SPACE

03/15/2000 DCDATES 00000106 1004084

01 FC:481
08 FC:482

40.00 OP
25.00 OP

9. Agent and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Eric D. Cohen, Esq., Reg. No. 38,110
Name of Person Signing

February 10, 2000
Date

Total number of pages including cover sheet, attachments, and **4**

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"INVESTORS OF WCI, INC.", A DELAWARE CORPORATION,

"WCI COMMUNITIES LIMITED PARTNERSHIP", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "FLORIDA DESIGN COMMUNITIES, INC." UNDER THE NAME OF "WCI COMMUNITIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2141741 8100M
991263849

EXHIBIT "C"

AUTHENTICATION: 9837616

DATE: 06-29-99

TRADEMARK
REEL: 002034 FRAME: 0974

STA : DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/25/1999
991259585 - 2141741

CERTIFICATE OF MERGER
Merging
WCI COMMUNITIES LIMITED PARTNERSHIP,
A DELAWARE LIMITED PARTNERSHIP
and
INVESTORS OF WCI, INC,
A DELAWARE CORPORATION
into
FLORIDA DESIGN COMMUNITIES, INC.,
A DELAWARE CORPORATION
(Pursuant to Section 263 of the General
Corporation Law of Delaware and
Section 17-211 of the Revised Uniform
Limited Partnership Act of Delaware)

Florida Design Communities, Inc., a Delaware corporation ("FDC"), does hereby certify:

1. The names of the constituent entities and the states under the laws of which they are respectively organized are as follows:

<u>Name of Entity</u>	<u>State</u>
Florida Design Communities, Inc.	Delaware
Investors of WCI, Inc.	Delaware
WCI Communities Limited Partnership	Delaware

2. An Agreement and Plan of Merger, dated as of June 25, 1999, by and between FDC, Investors of WCI, Inc. and WCI Communities Limited Partnership has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 263 of the Delaware General Corporation Law, Section 17-211 of the Revised Uniform Limited Partnership Act of Delaware, and the Agreement of Limited Partnership of WCI Communities Limited Partnership Agreement.

3. The surviving corporation in the merger shall be FDC, which after the merger shall be known as WCI Communities, Inc.

4. The Certificate of Incorporation of FDC as the surviving corporation shall be amended to amend Article FIRST to read as follows:

FIRST: The name of the corporation shall be WCI Communities, Inc.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation located at 24301 Walden Center Drive, Suite 300, Bonita Springs, FL 34134.

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any partner of WCI Communities Limited Partnership or any stockholder of FDC or Investors of WCI, Inc.

7. The effective date of the Merger shall be June 29th 1999.

IN WITNESS WHEREOF, this Certificate is executed on this 25th day of June, 1999.

Florida Design Communities, Inc.

By: [Signature]
Its: President
Jerry L. Starkey

Attest:

By: [Signature]
Its: Secretary
Vivien N. Hastings