

08-09-2004

To the Honorable Assistant Secretary
original document(s) or copy(ies) thereof



102809339

rademarks: Please record the attached

1. Name of conveying party(ies):
NEWMARK HOME CORPORATION

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Nevada
 Other Limited liability company

Additional name(s) of conveying party(ies) attached?
 Yes or No?

2. Name and address of receiving party(ies):
Name: TOUSA HOMES, INC.
Street Address

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State: Florida
 Other

3. Nature of conveyance:

Assignment of Interest Merger
 Security Agreement Change of Name

Execution Date: October 28, 2003

If assignee is not domiciled in the United States, a domestic
Representative designation is attached: Yes or No?
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes or No?

4. Application number(s) or registration number(s): Attorney Docket No.:

A. Trademark Application No.(s):
Additional numbers attached? Yes or No?

B. Trademark Registration No.(s) 2,178,245

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

Name: Greenberg Traurig, P.A. Attn: Manuel Valcarcel, Esq.
Internal Address:
Street Address: 1221 Brickell Avenue
City: Miami, State: Florida ZIP: 33131

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. § 3.41).....\$40.00
 Enclosed
 Authorized any deficiency to be charged to deposit account

8. Deposit account Number: 50-1792
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement 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.

Manuel R. Valcarcel, Esq. July 16, 2004
Name of Person Signing Signature Date

Total number of pages including cover sheet(s): 5

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion
Mail documents to be recorded with required cover sheet information:
Mail Stop Assignment Recordation Services
Director of the United States Patent & Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C.

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**ARTICLES OF MERGER
OF
NEWMARK HOME CORPORATION, a Nevada corporation
INTO
TOUSA HOMES, INC., a Florida corporation**

EFFECTIVE DATE
3-31-03

Pursuant to the provisions of §§607.1101, 607.1104 and 607.1105 of the Florida Business Corporation Act (the "Act"), Newmark Home Corporation, a Nevada corporation (the "Subsidiary"), and TOUSA Homes, Inc., a Florida corporation (the "Survivor"), adopt the following Articles of Merger for the purpose of merging the Subsidiary with and into the Survivor. All of the outstanding shares of capital stock of the Subsidiary are held by the Survivor.

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted by the board of directors of the Survivor by unanimous written consent in accordance with the provisions of Section 607.1104 of the Act as of March 27, 2003 and shareholder approval was not required.

THIRD: These Articles of Merger shall be effective as of March 31, 2003.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 MAR 28 PM 4: 54

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties as of the 27 day of March, 2003.

Newmark Home Corporation,
a Nevada corporation

By: 
Name: Tommy L. McAden
Title: Vice President- Finance and Administration

TOUSA Homes, Inc.,
a Florida corporation

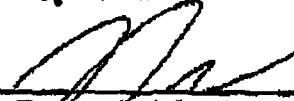
By: 
Name: Tommy L. McAden
Title: Vice President and Treasurer

EXHIBIT A**AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER, dated March 27, 2003, between Newmark Home Corporation, a Nevada corporation (the "Subsidiary"), and TOUSA Homes, Inc., a Florida corporation (the "Surviving Corporation" and together with the Subsidiary, the "Constituent Corporations").

WHEREAS, all of the outstanding shares of capital stock of the Subsidiary are held by the Surviving Corporation;

WHEREAS, the board of directors of the Surviving Corporation has determined that it is advisable and in the best interests of the Subsidiary, the Surviving Corporation and Technical Olympic USA, Inc., a Delaware corporation ("TOUSA"), as sole shareholder of the Surviving Corporation, that the Subsidiary be merged into the Surviving Corporation, with the Surviving Corporation being the surviving corporation, on the terms and conditions set forth in this Plan (the "Merger"); and

NOW THEREFORE BE IT RESOLVED, that in accordance with the applicable statutes of the States of Florida and Nevada, the Subsidiary shall be merged with and into the Surviving Corporation, with the Surviving Corporation being the surviving corporation, and that the terms and conditions of the Merger and the mode of carrying into effect the Merger shall be as follows:

1. **The Merger.** Upon the terms and conditions hereinafter set forth and in accordance with the Florida Business Corporation Act and the General Corporation Law of the State of Nevada, at the Effective Time (as defined below), the Subsidiary shall be merged with and into the Surviving Corporation and thereupon the separate existence of the Subsidiary shall cease, and the Surviving Corporation, as the surviving corporation, shall continue to exist under and be governed by the Florida Business Corporation Act.
2. **Filing.** The Surviving Corporation will cause Articles of Merger, in compliance with the provisions of applicable law to be executed and filed with the Secretaries of State of the States of Florida and Nevada (the "Articles of Merger").
3. **Effective Date and Time of Merger.** The Merger shall become effective on March 31, 2003 (such time is referred to as the "Effective Time").
4. **Articles of Incorporation and Bylaws.** Upon the effectiveness of the Merger, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the surviving corporation. The Bylaws of the Surviving Corporation shall be the Bylaws of the surviving corporation.
5. **Directors and Officers.** The directors and officers of the Surviving Corporation at the Effective Time shall remain the directors and officers of the surviving corporation; in each case, such directors and officers to serve until their successors have been duly elected and

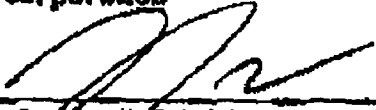
qualified in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

6. Conversion of Shares. Upon the Effective Time, by virtue of the Merger and without any action on the part of the Subsidiary or the Surviving Corporation or TOUSA (i) each share of common stock of the Subsidiary outstanding at the Effective Time shall be cancelled and no consideration shall be delivered in exchange therefor, and (ii) each share of the Surviving Corporation common stock outstanding at the Effective Time shall remain outstanding.

7. Effect of Merger. Upon the Effective Time, the Surviving Corporation shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of the Constituent Corporations, and all obligations belonging to or due to the Constituent Corporations, all of which shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all the obligations of the Constituent Corporations; any claim existing, or action or proceeding pending, by or against the Constituent Corporations, may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place; and all the rights of creditors of the Constituent Corporations shall be preserved unimpaired.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be signed in their corporate names and on their behalf by authorized officers, as of the date first above written.

Newmark Home Corporation,
a Nevada corporation

By: 

Name: Tommy L. McAden
Title: Vice President- Finance and Administration

TOUSA Homes, Inc.
a Florida corporation

By: 

Name: Tommy L. McAden
Title: Vice President and Treasurer

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State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on March 28, 2003, effective March 31, 2003, as shown by the records of this office.

The document number of the surviving corporation is F95348.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twentieth day of May, 2004



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State