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To:

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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : F20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

Heasler x2908

FOREIGN PROFIT/NONPROFIT CORPORATION

CENTEX REAL ESTATE CORPORATION

Certificate of Status	0
Certified Copy	0
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TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607 1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA*

1. Centex Real Estate Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Nevada 3. 20-8642726
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/01/2007 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607 1501 & 607 1502, F.S., to determine penalty liability)

7. 2728 N Harwood Street, Dallas, Texas 75201-1516
(Principal office address)

Same as above
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized in the State of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Heather Chapman Heather Chapman
(Registered agent's signature) as its agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors: See Attached Exhibit A H07000086939 3

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors

13. Dulce Avila
(Signature of Director or Officer listed in number 12 of the application)

14. Dulce R. Avila - Assistant Secretary
(Typed or printed name and capacity of person signing application)

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Exhibit A**CENTEX REAL ESTATE CORPORATION****Address for Director(s) and Officer(s)**

2728 N. Harwood Street
Dallas, Texas 75201-1516

Director

Timothy R. Eller

Director

Officer

Timothy R. Eller

Title

Chairman and Chief Executive Officer

David L. Barclay

Co-President/Co-Chief Operating Officer

Catherine R. Smith

Executive Vice President and Chief Financial Officer

David E. Abrams

Executive Vice President

Douglas J. Barnes

Executive Vice President

E. Scott Batchelor

Executive Vice President

John B. Bertero, III

Executive Vice President

Thomas M. Boyce

Executive Vice President

Robert D. Hillmann

Executive Vice President

James J. Kopel

Executive Vice President

Timothy K. McMahon

Executive Vice President

R. John Ochsner

Executive Vice President

Scott J. Richter

Executive Vice President

Joel C. Sowers, Jr.

Executive Vice President

J. Andrew Kerner

Executive Vice President - Operations Support

Donald R. Westfall

Senior Vice President, General Counsel and Assistant Secretary

Michael S. Albright

Senior Vice President - Administration

Joseph A. Bosch

Senior Vice President - Human Resources

Paul J. Dodge

Senior Vice President - Purchasing & Supply Management

Lisa R. Hoffmann

Vice President and Chief Information Officer

Lon G. Bryant

Vice President, Division General Counsel and Assistant Secretary

David A. Freilicher

Vice President, Division General Counsel and Assistant Secretary

D. Mark McIntyre

Vice President, Division General Counsel and Assistant Secretary

Edward G. Milgrim

Vice President, Division General Counsel and Assistant Secretary

David A. Raynes

Vice President, Division General Counsel and Assistant Secretary

Joel S. Reed

Vice President, Division General Counsel and Assistant Secretary

Donald J. Sajor

Vice President, Division General Counsel and Assistant Secretary

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James B. Watkins	Vice President, Division General Counsel and Assistant Secretary
Gail M. Peck	Vice President and Treasurer
Lawrence Angelilli	Vice President and Assistant Treasurer
Brian J. Woram	Vice President and Secretary
Mark D. Kernp	Vice President
James R. Peacock III	Vice President
Anthony G. Albachiana	Vice President - Sales
Gary F. Beck	Vice President - Direct and Database Marketing
Paul B. Bessler	Vice President - Marketing
Kent H. Frazier	Vice President - Human Resources
Robert K. Grier	Vice President - Construction and Manufacturing
Todd D. Newman	Vice President - Operations Finance
Kevin C. Scott	Vice President - Architecture & Design
Douglas W. Smith	Vice President - Construction Services
Robert P. Stringfellow	Vice President - Purchasing
David C. Webster	Vice President - Communications
William H. Zabel	Vice President - Land Development
M. Jarrett Coleman	Assistant General Counsel and Assistant Secretary
Gregory D. Packer	Assistant General Counsel and Assistant Secretary
Deirdre M. O'Callaghan	Regional General Counsel and Assistant Secretary
Bryce H. Beecher	Division General Counsel and Assistant Secretary
Marc D. Blonstein	Division General Counsel and Assistant Secretary
Scott M. Clements	Division General Counsel and Assistant Secretary
Holly T. Cordova	Division General Counsel and Assistant Secretary
Clinton E. Jones	Division General Counsel and Assistant Secretary
Karen W. Procell	Division General Counsel and Assistant Secretary
W. Russell Toates	Division General Counsel and Assistant Secretary
Scott V. Williams	Division General Counsel and Assistant Secretary
Andrew E. Worrell	Division General Counsel and Assistant Secretary
Deborah L. Godley	Assistant Vice President
Blake E. Huggins	Assistant Vice President
Lyle E. Stevens	Assistant Vice President
James H. Taylor	Assistant Vice President
Dulce R. Avila	Assistant Secretary
David B. Lepow	Assistant Secretary
Kathleen B. Snyder	Assistant Secretary
Mary E. Steigman	Assistant Secretary
Nancy L. Hennessey	Vice President, Chief Financial Officer [East] and Assistant Secretary
Carl E. Greene	Vice President, Chief Financial Officer [West] and Assistant Secretary

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John D. Michell	President (AZ-Phoenix Division)
J. Richard Rosenberg	Chief Financial Officer (AZ-Phoenix Division) and Assistant Secretary
Timothy A. McInnis	Controller (AZ-Phoenix Division) and Assistant Secretary
John P. Bechtold	Assistant Secretary (AZ-Phoenix Division)
David M. Ciabattari	President (CA-Bay Area Division)
Colby D. Moosman	Chief Financial Officer (CA-Bay Area Division) and Assistant Secretary
Barry E. Crosby	Vice President - Land (CA-Bay Area Division)
Will Leighton	Vice President - Land Acquisition (CA-Bay Area Division)
Philip G. Rafton	Vice President - Community Development (CA-Bay Area Division)
Mary K. Hurt	Controller (CA-Bay Area Division) and Assistant Secretary
Michael T. Krill	Controller (CA-Bay Area Division) and Assistant Secretary
Michael P. Wyatt	President (CA-Central Valley Division)
Roger R. Foster	Chief Financial Officer (CA-Central Valley Division) and Assistant Secretary
Scott D. Travis	Controller (CA-Central Valley Division) and Assistant Secretary
David L. Hahn	President (CA-Inland Empire Division)
Diane P. Halvorsen	Chief Financial Officer (CA-Inland Empire Division) and Assistant Secretary
Nedra J. Craig	Controller (CA-Inland Empire Division) and Assistant Secretary
Christine L. Taylor	Controller (CA-Inland Empire Division) and Assistant Secretary
Johanna W. Yee	Controller (CA-Inland Empire (South) Division) and Assistant Secretary
Travis L. Fuentez	President (CA-LA/Central Coast Division)
Kurt W. Altergott	Chief Financial Officer (CA-LA/Central Coast Division) and Assistant Secretary
David L. Pitts	Vice President - Forward Planning (CA-LA/Central Coast Division)
Michael H. Murphy	Controller (CA-LA/Central Coast Division) and Assistant Secretary
Christopher W. Bowley	Manager (CA-LA/Central Coast [San Luis Obispo] Division)
Douglas A. Pautsch	President (CA-Sacramento Division)
Eric D. Quinlan	Chief Financial Officer (CA-Sacramento Division) and Assistant Secretary
Richard P. Douglass	President (CA-Southern California Coastal Division)
George S. Lambrakis	Controller (CA-Southern California Coastal Division) and Assistant Secretary
Joseph J. Arcisz	President (Centex Destination Properties-Central Division)
Todd V. Erickson	Chief Financial Officer (Centex Destination Properties-Central Division) and Assistant Secretary
Jason F. Longo	Controller (Centex Destination Properties-Central Division) and Assistant Secretary
Leona L. Hammond	Chief Financial Officer (Centex Destination Properties-East Division) and Assistant Secretary
John P. Lenihan	President (Centex Destination Properties-East Florida Division)
Gina M. Jenkins	Controller (Centex Destination Properties-East Florida Division) and Assistant Secretary
Bruce N. Sloan	President (Centex Destination Properties-Hawaii Division)
Cheryl E. Wong	Controller (Centex Destination Properties-Hawaii Division) and Assistant Secretary

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David W. Earley	President (Centex Destination Properties-Mid Atlantic Division)
Leona L. Hammond	Chief Financial Officer (Centex Destination Properties-Mid-Atlantic Division) and Assistant Secretary
Gina M. Jenkins	Controller (Centex Destination Properties-Mid-Atlantic Division) and Assistant Secretary
Roger L. Wright	President (Centex Destination Properties-West Division)
Christina D. Alvarez	Chief Financial Officer (Centex Destination Properties-West Division) and Assistant Secretary
Ryan T. Breen	Controller (Centex Destination Properties-West Division) and Assistant Secretary
Bradley D. Griffin	Assistant Secretary (Centex Destination Properties-West Division)
Leona L. Hammond	Chief Financial Officer (Centex Destination Properties-West Florida Division) and Assistant Secretary
Gina M. Jenkins	Controller (Centex Destination Properties-West Florida Division) and Assistant Secretary
William V. Anner	President (CO-Denver Division)
Damon P. Engelby	Controller (CO-Denver Division) and Assistant Secretary
Robert K. Davis	President (D.C. Metro Division)
David R. Stanton	Chief Financial Officer (D.C. Metro Division) and Assistant Secretary
Karin J. Silver	Manager (D.C. Metro [Eastern Shore] Division)
Christy E. Lombard	Controller (D.C. Metro [Eastern Shore] Division) and Assistant Secretary
Ronald S. Salameh	Manager (D.C. Metro [Maryland] Division)
Paul J. Olimpio	Controller (D.C. Metro [Maryland] Division) and Assistant Secretary
Joseph H. Ricketts	Manager (D.C. Metro [Virginia] Division)
Colette H. Robinson	Controller (D.C. Metro [Virginia] Division) and Assistant Secretary
James F. Riley	President (FL-North Florida Division)
Lisa F. Boyd	Controller (FL-North Florida Division) and Assistant Secretary
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James W. Makransky	Controller (FL-Orlando Division) and Assistant Secretary
Michael S. Reynolds	Chief Financial Officer (FL-South Florida Division) and Assistant Secretary
Heather Overmyer	Controller (FL-South Florida Division) and Assistant Secretary
Lewis Bimbaum	President (FL-Southeast Florida Division)
Timothy J. Ruemler	President (FL-Southwest Florida Division)
Michael S. McLeod	Chief Financial Officer (FL-Southwest Florida Division) and Assistant Secretary
Shazia Z. Azami	Controller (FL-Southwest Florida Division) and Assistant Secretary
Douglas S. Cohen	Manager (FL-Southwest Florida [Sarasota] Division)
Michael S. Reynolds	Chief Financial Officer (FL-Treasure Coast Division) and Assistant Secretary
Heather Overmyer	Controller (FL-Treasure Coast Division) and Assistant Secretary
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Elizabeth A. Bradburn	Controller (FL-West Florida Division) and Assistant Secretary
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John T. Thompson	Chief Financial Officer (IL-Illinois Division) and Assistant Secretary
Richard R. Binder	Controller (IL-Illinois Division) and Assistant Secretary
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Michael G. Mates	Controller (IN-Indianapolis Division) and Assistant Secretary
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Daniel A. Blake	President (MN-Minnesota Division)
Mary Jane Weber	Controller (MN-Minnesota Division) and Assistant Secretary
Cheryl A. Stilwell	Assistant Secretary (MN-Minnesota Division)
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J. Ryan Casserly	Controller (MO-St. Louis Division) and Assistant Secretary
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Kris E. Phillips	Controller (NC-Charlotte Division) and Assistant Secretary
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W. J. McShea Jr.	Controller (NC-Raleigh/Durham Division) and Assistant Secretary
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Bryon K. Reed	President (NJ-New Jersey Division)
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Fred Marx	Controller (NJ-New Jersey Division) and Assistant Secretary
Virgil L. Polk	President (NM-New Mexico Division)
Gregory S. Martin	Controller (NM-New Mexico Division) and Assistant Secretary
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Dana L. Christensen	Controller (NV-Las Vegas Division) and Assistant Secretary
Joseph S. Powell	Assistant Secretary (NV-Las Vegas Division)
Bryce A. Slade	Assistant Secretary (NV-Las Vegas Division)
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James M. Saylor	Chief Financial Officer (NV-Reno Division) and Assistant Secretary
Terry L. Switzer	Controller (NV-Reno Division) and Assistant Secretary
Michael J. VanPamel	President (OH-Columbus Division)
Trella L. Scholl	Controller (OH-Columbus Division) and Assistant Secretary
Steven L. Puls	President (OR-Portland Division)
Christopher A. Purves	Controller (OR-Portland Division) and Assistant Secretary
Todd D. Fairfax	President (SC-Charleston Division)
Chadrick M. Plunkett	Controller (SC-Charleston Division) and Assistant Secretary
Craig A. Lovette	President (SC-Hilton Head/Savannah Division)

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Honeycutt, Kellie	Controller (SC-Myrtle Beach Division) and Assistant Secretary
Raymond D. Matheney	Assistant Secretary (SC-Myrtle Beach Division)
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Bryan K. Swindell	President (TX-Central Texas Division)
Michael G. Ringel	Controller (TX-Central Texas Division) and Assistant Secretary
Howard C. Werth	Manager (TX-Central Texas [Killeen Satellite] Division)
Louie J. Ocana	President (TX-Dallas/Fort Worth Metro Division)
M. Brett Hill	Chief Financial Officer (TX-Dallas/Fort Worth Metro Division) and Assistant Secretary
Trent B. Limb	Controller (TX-Dallas/Fort Worth Metro Division) and Assistant Secretary
Angela R. Maiden	Controller (TX-Dallas/Fort Worth Metro Division) and Assistant Secretary
David J. Klatzin	Assistant Secretary (TX-Dallas/Fort Worth Metro Division)
Richard T. Pierce	President (TX-Houston Division)
Lindy S. Oliva	Controller (TX-Houston Division) and Assistant Secretary
J. Damon Lyles	President (TX-San Antonio Division)
Jesse B. Gonzales	Controller (TX-San Antonio Division) and Assistant Secretary
R. James Birkholz	President (VA-Hampton Roads Division)
Bryan J. Sheets	Controller (VA-Hampton Roads Division) and Assistant Secretary
Patrick M. LeGault	President (VA-Richmond Division)
Gary S. Levine	Controller (VA-Richmond Division) and Assistant Secretary
Robert L. Purser	President (WA-Seattle Division)
Robb F. Rigby	Controller (WA-Seattle Division) and Assistant Secretary
Patti J. Jorgensen	Assistant Secretary (WA-Seattle Division)
Kathleen D. Breland	President (Wayne Homes-Gold Coast Division)
David O. Trittipa	Controller (Wayne Homes-Mid-Central Regional Division) and Assistant Secretary
Sheri K. Woodworth	President (Wayne Homes-Palm Coast Division)
Gregory L. LePera	President (Wayne Homes-Southeast Regional Division)
Timothy P. Hultgren	President (Wayne Homes-South Gulf Coast Division)
Robert K. Grier	President (CTX Builders Supply Division)
Robert E. Graham	Chief Financial Officer (CTX Builders Supply Division) and Assistant Secretary
John C. Mikkelsen	Vice President - Acquisitions (CTX Builders Supply Division)
Susan L. Woodruff	Controller (CTX Builders Supply Division) and Assistant Secretary
Jose L. Flores	Manager (CTX Builders Supply [Buda, TX] Division)
James O. Campbell	Manager (CTX Builders Supply [Charlotte, NC] Division)
Donald Pruitt	Manager (CTX Builders Supply [Phoenix, AZ] Division)
Douglas K. Hynds	Manager (CTX Builders Supply [Plant City, FL] Division)

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Ron Thorton	Manager (CTX Builders Supply [Timbercreek Forest Products] Division)
Michael S. Albright	Chairman and Chief Executive Officer (CREC Properties Division)
Drew F. Nachowiak	Senior Vice President, General Counsel and Assistant Secretary (CREC Properties Division)
Brian J. Woram	Secretary (CREC Properties Division)
David J. Klatzin	Designated Agent (Texas)
Patti J. Jorgensen	Designated Broker
John P. Bechtold	Designated Broker

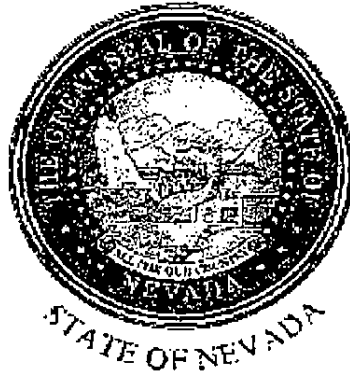
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TALLAHASSEE, FLORIDAAPPROVED
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FILED**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CENTEX REAL ESTATE CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since March 30, 2007, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on April 2, 2007.



[Signature]
ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20070402-0880
You may verify this electronic certificate
online at <http://secretaryofstate.biz/>