

F95000004538

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 883099 7545271

AUTHORIZATION

COST LIMIT : \$ 35.00

ORDER DATE : May 4, 2007

ORDER TIME : 9:01 AM

ORDER NO. : 883099-335

CUSTOMER NO: 7545271

CHANGE OF AGENT

NAME: FORESTAR (USA) REAL ESTATE
GROUP INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Roath

EXAMINER'S INITIALS: _____

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: FORESTAR (USA) REAL ESTATE GROUP INC.
2. The principal office address: 1300 S. Mopac Expressway, Austin, TX 78746
3. The mailing address (if different): 1300 S. Mopac Expressway, Corp. Tax Dept., FL. 3N, Austin, TX 78746
4. Date of incorporation/qualification: 09/19/1995 Document number: F950000045
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

C T Corporation System

1200 South Pine Island Road

Plantation, FL 33324

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company

1201 Hays Street

(P.O. Box NOT acceptable)

Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Maureen Cullen
(Signature of an officer or director)

Maureen Cullen, Attorney in Fact

(Printed or typed name and title)

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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Corporation Service Company

By: Elizabeth A. Dawson
(Signature of Registered Agent)

04/26/2007

(Date)

If signing on behalf of an entity:

Elizabeth A. Dawson, Asst. Vice President

(Typed or Printed Name)

*** * * FILING FEE: \$35.00 * * ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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