2007 LIMITED LIABILITY COMPANY ANNUAL REPORT

FILED DOCUMENT # M02000000206 Feb 26, 2007 08:00 AM 1. Entity Name ASHTON WOODS USA L.L.C. **Secretary of State** Principal Place of Business Mailing Address 3751 VICTORIA PARK AVE 3751 VICTORIA PARK AVE TORONTO ONTARIO TORONTO ONTARIO ΧẌ́ CANADA M1W 3Z4, CANADA M1W 3Z4, 01172007 No Chg-LLC CR2E083 (11/05) DO NOT WRITE IN THIS SPACE Applied For 4. FEI Number 75-2721881 Not Applicable \$5.00 Additional 5. Certificate of Status Desired Fee Required 6. Name and Address of Current Registered Agent AMERICAN INFORMATION SERVICES, INC. DO NOT WRITE 420 SOUTH ORANGE AVE. IN THIS SPACE **SUITE 1200** ORLANDO, FL 32801-4904 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept (NOTE Registered Agent signature required when reinstating) Signature, typed or printed name of registered agent and title if applicable Filing Fee is \$50.00 Due by May 1, 2007 MANAGING MEMBERS/MANAGERS 9. MGRM TITLE ROSENBAUM, HARRY MAME STREET ADDRESS 3751 VICTORIA PARK AVE TORONTO, ONTARIO CANADA, m1w 3z4 CITY-ST-ZIP MGRM TITLE UUDOOD649582 FREEMAN, BRUCE NAME 03/07/07-80055-003 50.00 STREET ADDRESS 3751 VICTORIA PARK AVE TORONTO, ONTARIO CANADA, m1w 3z4 CITY - ST - ZIP MGRM TITLE NAME JOFFE, SEYMOUR STREET ADDRESS 3751 VICTORIA PARK AVE DO NOT WRITE TORONTO, ONTARIO CANADA, m1w 3z4 CITY-ST-ZIP IN THIS SPACE TITLE NAME STREET ADDRESS CITY-ST-ZIP MAME STREET ADDRESS CITY-ST-ZIP

11. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119. Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver minustee employered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: ______

TITLE

STREET ADDRESS

SIGNATURE AND TYPED OR PRINTED AME OF SIGNING MANAGING MEMBER, OR AUTHORIZED REPRESENTATIVE

2/10/2007

Daytime Phone #