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**Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

BP456, Inc.

Certificate of Status	0
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DIVISION OF CORPORATIONS

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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. BP456, Inc.

(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. Delaware

(State or country under the law of which it is incorporated)

3. 20-8397753

(FBI number, if applicable)

4. 2/7/2006

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 301 Commerce Street, Suite 500, Fort Worth, TX 76102

(Principal office address)

301 Commerce Street, Suite 500, Fort Worth, TX 76102

(Current mailing address)

8. Real Estate Development

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.

By:

C T Corporation System

(Registered agent's signature)

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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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Donald R. Horton

Address: 301 Commerce Street, Suite 500

Fort Worth, TX 76102

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see Attachment "A" for a complete list of officers.

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. Ted I. Harbour

(Signature of Director or Officer listed in number 12 of the application)

14. Ted I. Harbour, Senior Vice President

(Typed or printed name and capacity of person signing application)

BP456, Inc.

Attachment "A"

Application by Foreign Corporation for Authorization
to Transact Business in Florida

12. Name and business addresses of officers and/or directors:

B. OFFICERS

Name	Position	Business Address
/ Donald R. Horton	Chairman of the Board	301 Commerce Street Suite 500 Fort Worth, TX 76102
/ Donald J. Tomnitz	Vice Chairman, President, Chief Executive Officer, Treasurer	301 Commerce Street Suite 500 Fort Worth, TX 76102
/ David Auld	Vice President and Region President	5850 T.G. Lee Boulevard Suite 600 Orlando, FL 32822
/ Robert A. Lawson	Vice President	5850 T.G. Lee Boulevard Suite 600 Orlando, FL 32822
/ Ted J. Harbour	Senior Vice President and Assistant Secretary	301 Commerce Street Suite 500 Fort Worth, TX 76102
William E. Barfield	Assistant Secretary	5850 T.G. Lee Boulevard Suite 600 Orlando, FL 32822

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BP456, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF NOVEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6961230

DATE: 11-12-08