

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Affordable Residential Communities Inc.		07/31/2007	CORPORATION: MARYLAND
RECEIVING PARTY DATA			
Name:	Hilltop Holdings Inc.		
Street Address:	200 Crescent Court, Suite 1330		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75201		
Entity Type:	CORPORATION: MARYLAND		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77204085	HILLTOP HOLDINGS	
CORRESPONDENCE DATA			
Fax Number:	(214)200-0558		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	214-651-5066		
Email:	jeff.becker@haynesboone.com		
Correspondent Name:	Jeffrey M. Becker		
Address Line 1:	901 Main Street, Suite 3100		
Address Line 4:	Dallas, TEXAS 75202-3789		
ATTORNEY DOCKET NUMBER:	22571.4		
NAME OF SUBMITTER:	Jeffrey M. Becker		
Signature:	/Jeffrey M. Becker/		
Date:	03/24/2008		

CH \$40.00 77204085

Total Attachments: 2

source=Hilltop Holdings Change of Name#page1.tif

source=Hilltop Holdings Change of Name#page2.tif

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 09A BUSINESS CODE _____

105028837

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



Affix Barcode Label Here
ID # D05028832 ACK # 1000361995091307
LIBER: B01144 FOLIO: 1188 PAGES: 0002
HILLTOP HOLDINGS INC.

07/31/2007 AT 11:26 A WO # 0001443713

New Name
Hilltop Holdings Inc.

FEES REMITTED

Base Fee: _____
Org. & Cap. Fee: 100
Expedite Fee: 70
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies 22
Copy Fee: _____
Certificates _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Mail Processing Fee: _____
Other: _____

TOTAL FEES: 192

Credit Card _____ Check X Cash _____

_____ Documents on _____ Checks

Approved By: [Signature]

Keyed By: _____

COMMENT(S):

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- Resignation of Resident Agent
- Designation of Resident Agent and Resident Agent's Address
- Change of Business Code
- _____ Adoption of Assumed Name
- _____ Other Change(s)

Code 063

Attention: ABCohen

Mail: Name and Address

VENABLE LLP
A B COHEN
1800 MERCANTILE BANK & TRUST BLDG
2 HOPKINS PLAZA
BALTIMORE MD 21201-2930

**COPY MADE
CERTIFIED**

Stamp Work Order and Customer Number HERE

CUST ID: 0002000675
WORK ORDER: 0001443713
DATE: 07-31-2007 11:26 AM
AMT. PAID: \$192.00

AFFORDABLE RESIDENTIAL COMMUNITIES INC.

ARTICLES OF AMENDMENT


THIS IS TO CERTIFY THAT:

FIRST: The charter of Affordable Residential Communities Inc., a Maryland corporation (the "Corporation"), is hereby amended by deleting existing Article II in its entirety and substituting in lieu thereof a new article to read as follows:

ARTICLE II

NAME

The name of the corporation (the "Corporation") is:

Hilltop Holdings Inc. 

SECOND: The amendment to the charter of the Corporation as set forth above has been duly approved by at least a majority of the entire Board of Directors as required by law. The amendment set forth herein is made without action by the stockholders of the Corporation, pursuant to Section 2-605(a)(1) of the Maryland General Corporation Law.

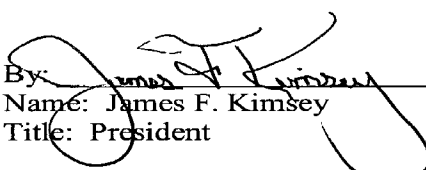
THIRD: The undersigned President acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned President acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its President and attested to by its Secretary on this 31st day of July, 2007.

ATTEST:

AFFORDABLE RESIDENTIAL
COMMUNITIES INC.

By: 
Name: Scott L. Gesell
Title: Secretary

By:  (SEAL)
Name: James F. Kimsey
Title: President

CUST ID:0002000675
WORK ORDER:0001443713
DATE:07-31-2007 11:26 AM
AMT. PAID:\$192.00

BA0DOCS1-#189176-v1