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ACCOUNT NO. : 072100000032

REFERENCE : 903919 7158992

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 1785.00

ORDER DATE : July 24, 1998

ORDER TIME : 10:52 AM

600002599986--7

ORDER NO. : 903919-005

CUSTOMER NO: 7158992

CUSTOMER: Victoria Reyes, Corp Paralegal
Fulbright & Jaworski
2200 Ross Avenue, Suite 2800

Dallas, TX 75201

FOREIGN FILINGS

NAME: JEFFERSON COMMONS - ORLANDO
LIMITED PARTNERSHIP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 27 AM 9:52

nyl
12/19/98
98 JUL 27 PM 4:08
DIVISION OF CORPORATIONS

Florida Department of State, Sandra B. Mortham, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 27 AM 9:52

1. JEFFERSON COMMONS - ORLANDO, L.P.

(Name of limited partnership as it is in the home state)

2. JEFFERSON COMMONS - ORLANDO LIMITED PARTNERSHIP

(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.") 7

3. DELAWARE

(State of Formation)

4. June 12, 1998

(Date of Formation)

5. CORPORATION SERVICE COMPANY

(Name of Registered Agent for Service of Process)

6. 1201 Hays Street Tallahassee, Florida 32301

(Street Address of Registered Office)

Tallahassee

(City)

Florida

32301

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

Karen B. Rozar, Asst. Sec.
Corporation Service Company

By: Karen B. Rozar

(Agent must sign on this line)

8. 1013 Centre Road Wilmington, Delaware 19805-1297

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

APARTMENT COMMUNITY REALTY LLC

600 E. Las Colinas Blvd. Ste. 1800
Irving, Texas 75039

M9700000516

10. 600 East Las Colinas Blvd. Suite 1800 Irving, Texas 75039

(Office where Names, Addresses and contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

CONTINUED

12.

600 East Las Colinas Blvd. Suite 1800 Irving, Texas 75039

(Mailing Address of Limited Partnership)

FILED - STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL 27 AM 9:52

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This day of July, 8, 19 98

C. Christopher Harris

APARTMENT COMMUNITY REALTY LLC General Partner
C. Christopher Harris, Senior Vice President

STATE OF TEXAS

COUNTY OF DALLAS

On this 21st day of July, 19 98, C. CHRISTOPHER HARRIS

personally appeared before me,

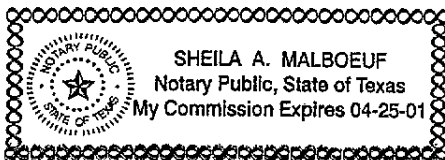
who is personally known to me

whose identity I proved on the bases of _____

Sheila A. Malboeuf

(Notary Public Signature)

(Notary Public Signature)



Seal

My Commission expires: _____

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 22 AM 9:52

BEFORE ME the undersigned personally APARTMENT COMMUNITY REALTY LLC
a general partner of JEFFERSON COMMONS-ORLANDO (an L.P. Delaware) Limited partnership
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 99.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 5,940,000⁰⁰.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 8th day of July, 19 98.

C. Christopher Harris
General Partner

APARTMENT COMMUNITY REALTY LLC
C. Christopher Harris, Senior Vice President

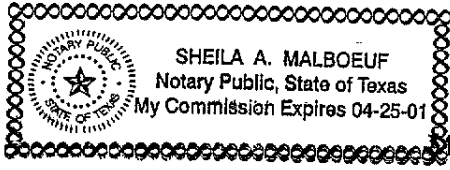
STATE OF TEXAS
COUNTY OF DALLAS

On this 21st day of July, 19 98, C. CHRISTOPHER HARRIS
personally appeared before me, who is personally known to me

whose identity I proved on the bases of _____

Sheila A. Malboeuf
(Notary Public Signature)

(Notary Public Signature)



Seal

My Commission Expires: _____