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A 13913

113.75

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* Not Admitted in Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR - 1 PM 4:42

March 31, 1998

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Mr. Buck Kohr
Secretary of State
Division of Partnerships
409 East Gaines Street
Tallahassee, Florida 32399

Re: TRAMMELL CROW RESIDENTIAL and GABLES GP, INC.
Partnership and General Partnership Filings

Dear Buck: LP - 52.50
CEA - 61.25 CORAPAMRSC

2000012479252-3
04/06/98-01014-013
10587.50 **113.75

Per our discussion, enclosed are the documents which are required to be filed with the Secretary of State for the above-referenced subject matter. We have enclosed two (2) originals of each document. Please file the first set, and the other is to be stamped as a certified original. Please also issue a Certificate of Active Status for each entity upon completion of the following:

The following is a list of the Partnership Registration Statements and Fictitious Name Registration documents (attached hereto as "Group 1"), whereby we are cancelling the active fictitious name registration and re-issuing the same name under a different owner:

TOWN COLONY II ASSOCIATES Fictitious Name Registration No. G9121200069
Owner: Crow Town Colony II Associates, Ltd.
New Owner: Gables GP, Inc. and Gables Realty Limited Partnership

HAMPTON LAKES II ASSOCIATES Fictitious Name Registration No. G9121200067
Owner: TCR Hampton Lakes II Limited Partnership
New Owner: Gables GP, Inc. and Gables Realty Limited Partnership

CM BAY ASSOCIATES Fictitious Name Registration No. G95081900040
Owner: TCR CM Bay Limited Partnership
New Owner: Gables GP, Inc. and Gables Realty Limited Partnership

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Letter to Mr. Kohr
March 30, 1998
Page Two

HAMPTON PLACE JOINT VENTURE Fictitious Name Registration No. G93236900011
Owner: TCR Hampton Place Limited Partnership
New Owner: Gables GP, Inc. and Gables Realty Limited Partnership

TOWN COLONY ASSOCIATES Fictitious Name Registration No. G91212000068
Owner: Crow Town Colony Associates, Ltd.
New Owner: Gables GP, Inc. and Gables Realty Limited Partnership

SAN MICHELE JOINT VENTURE, A FLORIDA GENERAL PARTNERSHIP Fictitious Name Registration No. G97055900031
Owner: TCR San Michele Limited Partnership
New Owner: Gables GP, Inc. and Gables Realty Limited Partnership

HAMPTON LAKES ASSOCIATES Fictitious Name Registration No. G91212000070
Owner: Crow Hampton Lakes Partners, Ltd.
New Owner: Gables GP, Inc. and Gables Realty Limited Partnership


The following is a list of the Amended and Restated Certificate of Limited Partnership (attached hereto as "Group 2"), whereby the registered agent address, the owner, and all corporate addresses are being changed:

- 1) BOCA PLACE ASSOCIATES, LTD. - Doc. No. A13913
- 2) BOYNTON BEACH I LIMITED PARTNERSHIP - Doc. No. A94000001803
- 3) KINGS COLONY ASSOCIATES, LTD. - Doc. No. A18510
- 4) TCRDAD WELLINGTON LIMITED PARTNERSHIP - Doc. No. A96000000754
- 5) SAN REMO LIMITED PARTNERSHIP - Doc. No. A94000000833
- 6) MIZNER I LIMITED PARTNERSHIP - Doc. No. A94000000832
- 7) TCRDAD VININGS AT BOYNTON BEACH II LIMITED PARTNERSHIP -
Doc. No. A96000001857

We have a representative from our Tallahassee office, Patti, who will be bringing you these documents to be filed at specific times throughout the closing here in our office. Please total the charges for the above filing, certified copies and Certificates of Active Status into one fee, and Patti will provide you a check for same.

Please do not hesitate to contact me should you have any questions regarding the above. If you are unable to reach me, please have the receptionist page me. As you already know, we appreciate your assistance and willingness to work with us on such an immense deal.

Sincerely,
BROAD AND CASSEL


Julie A. Luka
Corporate Paralegal

Enclosures

BROAD AND CASSEL

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96 APR - 1 PM 1:12

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BOCA PLACE ASSOCIATES, LTD.
a Florida limited partnership

This Amendment and Restatement of the Certificate of Limited Partnership of BOCA PLACE ASSOCIATES, LTD., a Florida limited partnership, is filed pursuant to Section 620.109, Florida Statutes. The original Certificate of Limited Partnership of this limited partnership was filed on January 25, 1983, and is amended and restated as follows:

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the limited partnership is BOCA PLACE ASSOCIATES, LTD. (the "Partnership").
2. The address of the office of the Partnership is 2859 Paces Ferry Road, Suite 1450, Atlanta, Georgia 30339.
3. The name and address of the agent for service of process on the Partnership prior to the date hereof is Deborah L. Fish, 6400 Congress Avenue, Suite 2000, Boca Raton, Florida 33487. The name of the agent for service of process shall continue to be the same Deborah L. Fish. The new address of the registered agent from and after the date hereof is Gables Realty Limited Partnership, 6551 Park of Commerce Boulevard, Suite 100, Boca Raton, Florida 33487.
4. The name and business address of the general partner of the Partnership prior to the date hereof is CROW BOCA PLACE ASSOCIATES, LTD., a Florida limited partnership, 6400 Congress Avenue, Suite 2000, Boca Raton, Florida 33487 (the "Withdrawing General Partner"). The name and business address of the general partner of the Partnership from and after the date hereof (the "Successor General Partner") is as follows:

Gables GP, Inc., *79600005185* 2859 Paces Ferry Road, Suite 1450
a Texas corporation Atlanta, Georgia 30339

5. The mailing address of the Partnership is 2859 Paces Ferry Road, Suite 1450, Atlanta, Georgia 30339.
6. The latest date upon which the Partnership will dissolve is December 31, 2030.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Amended and Restated Certificate of Limited Partnership has been executed by the
Withdrawing General Partner and by the Successor General Partner as of the 1st day of March,
1998.

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WITHDRAWING GENERAL PARTNER:

CROW BOCA PLACE ASSOCIATES, LTD.,
a Florida limited partnership

BY: CROW, TERWILLIGER AND SPEICHER,
INC., a Florida corporation, as general partner

By: BRAD D BRANT
Name: BRAD D BRANT
Title: v.p.

[Corporate Seal]

SUCCESSOR GENERAL PARTNER:

GABLES GP, INC., a Texas corporation,
as general partner

By: Dennis Ramirez
Name: Dennis Ramirez
Title: Vice President

[Corporate Seal]

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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BEFORE ME, the undersigned, constituting the sole general partner of Boca Place Associates, Ltd., a Florida limited partnership, in accordance with Florida Statute 620.112, certifies as follows:

Previous Capital Contributions (actual and anticipated) reported: \$ 626,347.00
Supplemental Capital Contributions (actual and anticipated) are: \$ 0.00
Revised Capital Contributions (actual and anticipated) reported: \$ 626,347.00

Executed as of this ____ day of March, 1998.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

WITHDRAWING GENERAL PARTNER:

CROW BOCA PLACE ASSOCIATES, LTD.,
a Florida limited partnership

BY: CROW, TERWILLIGER AND SPEICHER,
INC., a Florida corporation, as general partner

By: [Signature]
Name: BRAD D. BRYANT
Title: VICE PRESIDENT

[Corporate Seal]