

BROAD AND CASSEL  
ATTORNEYS AT LAW

113.75  
A94000000833

MURRAY D. SHEAR, P.A.  
MIKE SEGAL, P.A.  
JEFFREY A. DEUTCH, P.A.  
PATRICIA LEBOW, P.A.  
C. KEN BISHOP, P.A.  
ROBERT D. GATTON, P.A.  
RICHARD B. McFARLAND, P.A.  
C. DAVID BROWN, II, P.A.  
F. VERNON BENNETT  
MARVIN S. CASSEL, P.A.  
CLIFFORD I. HERTZ, P.A.  
ARVIN J. JAFFE, P.A.  
M. STEPHEN TURNER, P.A.  
RALPH C. DATTILO, P.A.  
DOUGLAS L. MANNHEIMER, P.A.  
MARTIN R. PRESS, P.A.  
MICHAEL A. DRIBIN, P.A.  
ANTHONY W. PALMA, P.A.  
ANDREW D. RABKIN  
CHARLES S. STRATTON, P.A.  
JAMES E. SLATER, P.A.  
WILLIAM C. PHILLIPPI, P.A.  
ALAN S. LEDERMAN, P.A.  
GABRIEL L. IMPERATO, P.A.  
DAVID K. MILLER, P.A.  
ROBERT T. ROSEN, P.A.  
ANDREW COITIN, P.A.

KELLY OVERSTREET JOHNSON, P.A.  
RANDAL M. ALLIGOOD, P.A.  
JAMES J. WHEELER, P.A.  
JEFFREY F. GORDON  
ANDREW B. THOMAS, P.A.  
MARK D. TUCKER  
THEODORE C. TAUB, P.A.  
PETER M. CARDILLO, P.A.  
JACK R. ELLIOTT, P.A.  
VIRGINIA EASLEY JOHNSON, P.A.  
JOSE I. ROJAS, P.A.  
JOSE A. SANTOS, JR., P.A.  
NINA S. GORDON, P.A.  
STEVEN ELLISON  
RONALD M. GACHE, P.A.  
RICHARD N. MILLAN, P.A.  
LENORE SCHILLER, P.A.  
ANNE NOVICK BRANAN, P.A.  
A. JEFFREY ROBINSON, P.A.  
DALE S. BERGMAN, P.A.  
MARSHALL S. HARRIS, P.A.  
ROBERT E. JOHNSON, P.A.  
DAWN LANKFORD BOWLING, P.A.  
KATHLEEN L. DEUTSCH, P.A.  
MICHAEL P. BENNETT, P.A.  
THOMAS J. PALMIERI, P.A.  
GARY W. JOHNSON, P.A.

CHRISTOPHER D. ROLLE, P.A.  
MARIAN W. SCHLOW, P.A.  
JODI L. CHASE  
DEBRA K. SMETANSKI, P.A.  
JAY ADAMS, P.A.  
ROY S. KOBERT, P.A.  
DOUGLAS E. STARCHER, P.A.  
GARY E. LEHMAN, P.A.  
KENNETH EDELMAN, P.A.  
JODI B. LAURENCE, P.A.  
JOYCE L. ELDEN  
DONALD P. DUFRESNE  
JEFFREY J. SUTER  
MICHAEL P. NIDO, JR.  
DAVID J. POWERS  
JONATHAN J. ELLIS  
GENE E. CRUCK, JR.  
KATHERINE CASTOR  
SCOTT G. MILLER  
JANE B. PALMIER  
FRANK H. HENRY  
ROBERT ALPERT, JR.  
ROBERT F. MALLETT  
KEITH F. WHITE  
EDGAR A. BENES  
TAMARA CARMICHAEL  
ROSE PARISH-RAMON

PETER M. BERNHARDT  
LEIGH ANN MURVIN  
LINDA C. FRAZIER  
STEVE WASKERSTEN  
STEVEN J. SILVERMAN  
DAVID F. LEON  
R. AMY BLUM  
MARINA L. FONTANI  
RODGER HOCHMAN  
KEVIN H. SUTTON  
MICHAEL MANTHEI  
LESTER J. PERLING  
JENNIFER A. WINEGARDNER  
JANA M. YAW  
CARL S. ROSEN  
HOWARD M. ROBINSON  
SCOT WARNER  
MANUEL R. VALCARCEL, IV  
ANDREA J. FOWLER  
CAROLINE MONTANUS  
LUANN M. DOMINGUEZ  
TYRONE L. LUFMAN  
ALBERTO de CARDENAS  
TIM M. BENTER  
ROBIN E. CARNEY  
STEVEN J. HEWITSON  
JULI L. SIMAS

7777 GLADES ROAD  
SUITE 300  
BOCA RATON, FL 33434  
(561) 483-7000  
FAX (561) 483-7321

OF COUNSEL  
SHEPARD BROAD  
ALVIN CASSEL  
NORMAN BROAD  
I. BURTON SPRAKER  
WILLIAM M. ROWLAND, JR., P.A.  
WANDA L. BROWN  
ALAN M. GERLACH  
WILLIAM P. BURNS  
JEANNE K. DAMIRGIAN  
LOUIS WHITEHEAD, III

\* Not Admitted in Florida

March 31, 1998

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



FILED  
DIVISION OF CORPORATIONS  
98 APR -1 PM 5:02

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

100002479241-7  
-04/06/98-01014-013  
\*\*1058750 \*\*\*\*113.75

Dear Buck:

LP - 52.50  
CERT 61.25  
CORAPAM RSC

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. G91212000069

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. G91212000067

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

OTHER OFFICES: FT. LAUDERDALE · MIAMI · ORLANDO · TALLAHASSEE · TAMPA · WEST PALM BEACH

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

AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SAN REMO LIMITED PARTNERSHIP  
a Florida limited partnership

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -1 PM 5:02

This Amendment and Restatement of the Certificate of Limited Partnership of SAN REMO LIMITED PARTNERSHIP, is filed pursuant to Section 620.109, Florida Statutes. The original Certificate of Limited Partnership of this limited partnership was filed on June 21, 1994, 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 SAN REMO LIMITED PARTNERSHIP (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 each of the general partner of the Partnership prior to the date hereof is TCR SAN REMO LIMITED PARTNERSHIP, a Texas 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.,  
a Texas corporation

2859 Paces Ferry Road, Suite 1450  
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 1<sup>st</sup> day of April, 1998.

TCR SAN REMO LIMITED PARTNERSHIP,  
a Texas limited partnership,  
BY: TCR SFA SAN REMO, INC.,  
a Texas corporation

By: [Signature]  
Name: BRAD D. BRYANT  
Title: J.P.

[Corporate Seal]

SUCCESSOR GENERAL PARTNER:

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

By: [Signature]  
Name: Dennis Rainsiek  
Title: Vice President

[Corporate Seal]

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR - 1 PM 5:02