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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

(6)

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

Dear Buck:

LP - 1,750.00
CERT 52.50 CORAPCONCH

(3)

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

BK
4/1/98

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DIVISION OF CORPORATIONS

Letter to Mr. Kohr
March 30, 1998
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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

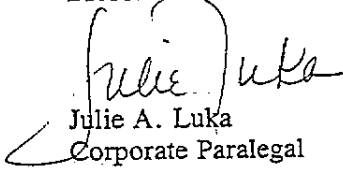
The following is a list of the Amended and Restated Certificate of Limited Partnership (attached hereto as "Group 2"), whereby the registered agent address, the owner, and all corporate addresses are being changed:

- 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

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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DIVISION OF CORPORATIONS
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BEFORE ME, the undersigned, constituting the sole general partner of SAN REMO LIMITED PARTNERSHIP, a Florida limited partnership, in accordance with Florida Statute 620.112, certifies as follows:

Previous Capital Contributions (actual and anticipated) reported: \$ 8,289,750.00
Supplemental Capital Contributions (actual and anticipated) are: \$ 5,200,000.00
Revised Capital Contributions (actual and anticipated) reported: \$ 13,489,750.00

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.

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

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

[Corporate Seal]