1201 Hays Street
Tallahassee, FL 32301
800-342-8086

A95000000791

CSC networks
PRESTIGIOUS LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 603480 97495

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : May 23, 1995

ORDER TIME : 9:58 AM

ORDER NO. : 603480

CUSTOMER NO: 97495

CUSTOMER: Ms. Deborah L. Fish
TRAMMELL CROW

Suite 2000
6400 Congress Avenue
Boca Raton, FL 33487

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 23 PM 2:35

C. TAX 5.75
FILING 175.00
R. AGENT FEE 35.00
C. COPY 7.50
TOTAL
N. BANK
BALANCE DUE
OPTIONS

DOMESTIC FILING

NAME: DELRAY I LIMITED PARTNERSHIP

R95000042

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95 MAY 23 AM 9:39
DIVISION OF CORPORATION

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

5/23/95

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE OF LIMITED PARTNERSHIP
OF
DELRAY I LIMITED PARTNERSHIP

The undersigned, desiring (with another person as limited partner) to organize a Florida limited partnership named Delray I Limited Partnership (the "Partnership") in which the undersigned are to be the exclusive original general partners, and desiring to file this Certificate of Limited Partnership pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act (the "Act"), do hereby certify as follows:

1. The name of the Partnership is Delray I Limited Partnership.

2. (a) The address of the office of the Partnership in Florida where the records of the Partnership described in §620.106 of the Act will be maintained is:

6400 Congress Avenue, Suite 2000
Boca Raton, Florida 33487

(b) The name and business address of the Partnership's agent for service of process is as follows:

Brad D. Bryant
6400 Congress Avenue, Suite 2000
Boca Raton, Florida 33487

3. The names and business addresses of the Partnership's general partners are as follows:

TCR Delray Limited Partnership
6400 Congress Avenue, Suite 2000
Boca Raton, Florida 33487

B95000000179

4. The mailing address of the Partnership is:

c/o Trammell Crow Residential
6400 Congress Avenue, Suite 2000
Boca Raton, Florida 33487

5. The latest date upon which the Partnership is to dissolve is December 31, 2025.

IN WITNESS WHEREOF, the undersigned have executed and delivered this Certificate.

Date: 5/22/95

TCR Delray Limited Partnership
By: TCR SFA Delray, Inc.

By: _____
William C. MacDonald
Its: Vice President

A:\PART\CERT\LP.DB

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of Delray I Limited Partnership, a Florida limited partnership, certify as follows:

1. The amount of capital contributions to date of the limited partners is $0.00.

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals $4,200,000.00.

This 20th day of May, 1995

FURTHER AFFIANT SAYETH NOT.

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

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DIVISION OF CORPORATIONS
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GENERAL PARTNER:

TCR DELRAY LIMITED PARTNERSHIP,
a Texas limited partnership

By: TCR SFA Delray, Inc., a Texas corporation

By: _____
William C. MacDonald
Vice President

STATE OF Florida
COUNTY OF Palm Beach
DATE: 5/20/95

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared William C. MacDonald, a Vice President of TCR SFA Delray, Inc., the general partner of TCR Delray Limited Partnership, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions and he acknowledged to me and before me that he executed this Affidavit as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of May, 1995.

(Seal)

DEBORAH L. FISH
NOTARY PUBLIC
CC 241691
MY COMM EXPIRES
11-12-96
STATE OF FLORIDA

_____
Notary Public
My Commission Expires: _____

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Delray I Limited Partnership, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned hereby agrees to accept service of process for the Partnership, to accept the obligations imposed upon him by §620.102 Fla. Stat. (1987) and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Brad D. Bryant

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 23 PM 2:35

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND $500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996

1a. DOCUMENT # A95000000791

1. DELRAY I LIMITED PARTNERSHIP

Mailing Address:
C/O TRAMMELL CROW RESIDENTIAL
6400 CONGRESS AVE., SUITE 2000
BOCA RATON FL 33487

Principal Place of Business Address:
C/O TRAMMELL CROW RESIDENTIAL
6400 CONGRESS AVE., SUITE 2000
BOCA RATON FL 33487

2. New Mailing Address if Applicable

2a. 500001188244 12/21/95--01008--039 ****576.25 ****576.25

3. Date Formed or Registered to Do Business in FLORIDA: 05/23/1995

3a. Date of Last Report

4. State or Country of Formation: FL

5a. Capital Contributions as Shown on Record: $4,200,000.00

5b. Amount of Capital Contributions in FLORIDA to date: 4,200,000

6. FEI Number: 65-0585319

7. CERTIFICATE OF STATUS REQUIRED — Applied For / Not Applicable — $8.75 Additional Fee required for a Certificate of Status

8. FEES: 1) Filing Fee: Computed at a rate of $7 per $1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of $52.50 and a maximum of $437.50
2) Supplemental Fee: $138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN $191.25 ($52.50 + $138.75) AND NO MORE THAN $576.25 ($437.50 + $138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

~~BRYANT, BRAD D~~
6400 CONGRESS AVE., SUITE 2000
BOCA RATON FL 33487

10. If Changed, New Registered Agent/Office

Name: Deborah L. Fish
Street Address (P.O. Box Number Is Not Acceptable)
Suite, Apt. #, etc.: (Same).
City: FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment): Deborah L. Fish DATE: 11/29/95

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
TCR DELRAY LIMITED PARTNERSH	6400 CONGRESS AVE., S	BOCA RATON FL 33487	B95000000179

KP 12/19

CR2E003 (6/95)

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. [illegible fine print certification text]

SIGNATURE: Delray I Limited Partnership, By: TCR Delray Limited Partnership By: TCR SFA Delray, Inc. By: Deborah L. Fish
DATE: 11/29/95

Typed or Printed Name of General Partner Signing Form: Deborah L. Fish, Asst. Sec.
Telephone Number: (407) 997-9700

0003028