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PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 925137 4723287

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 19, 1996

ORDER TIME : 12:23 PM

ORDER NO. : 925137

CUSTOMER NO: 4723287

CUSTOMER: Ms. Deborah L. Fish
TRAMMELL CROW

Suite 2000
6400 Congress Avenue
Boca Raton, FL 33487

G. TAX _____
FILING _____ 1750.00
R. AGENT FEE _____ 35.00
C. COPY _____
TOTAL _____ 1785.00
N. BANK _____
BALANCE DUE _____
REFUND _____

00001792894
04/24/96--01043--000
***1785.00 ***1785.00

DOMESTIC FILING

NAME: TCRDAD VININGS AT BOYNTON
BEACH II LIMITED PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS:

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 APR 19 PM 2:32

SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 APR 19 PM 1:12

4/19/96

1312

CERTIFICATE OF LIMITED PARTNERSHIP
OF
TCRDAD VININGS AT BOYNTON BEACH II LIMITED PARTNERSHIP

The undersigned, desiring (with another person as limited partner) to organize a Florida limited partnership named "TCRDAD Vinings at Boynton Beach II 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 TCRDAD Vinings at Boynton Beach II 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:
Doborah L. Fish
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 Vinings at Boynton Beach II Limited Partnership
6400 Congress Avenue, Suite 2000
Boca Raton, Florida 33487
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: 4/1/96

TCR Vinings at Boynton Beach II Limited Partnership

By: TCR SFA Vinings at Boynton Beach, II Inc.

By:

William C. MacDonald

Its: Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 14 PM 2:32

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of TCRDAD Vinings at Boynton Beach II 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 \$5,470,000.00.

This 1st day of April, 1996

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.

GENERAL PARTNER:

TCR VININGS AT BOYNTON BEACH II LIMITED PARTNERSHIP, a Texas limited partnership

By: TCR SFA Vinings at Boynton Beach II, Inc.,
a Texas corporation

By: William C. MacDonald

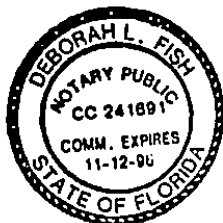
William C. MacDonald
Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH
DATE: 4/1/96

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 Vinings at Boynton Beach II, Inc., the general partner of TCR Vinings at Boynton Beach II 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 1st day of April, 1996.

(Seal)



Deborah L. Fish
Notary Public

My Commission Expires: 11-12-96

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 19 PM 2:33

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for TCRDAD Vinings at Boynton Beach II 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 §620.192 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:

Deborah L. Fish
Deborah L. Fish

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