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A96000001857

ACCOUNT NO. : 072100000032

REFERENCE : 109681 4723287

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 1,785.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -4 PM 3:18

ORDER DATE : October 4, 1996

ORDER TIME : 11:56 AM

ORDER NO. : 109681

CUSTOMER NO: 4723287

900001865799

CUSTOMER: Ms. Deborah L. Fish
TRAMMELL CROW

Suite 2000
6400 Congress Avenue
Boca Raton, FL 33487

DOMESTIC FILING

NAME: TCRDAD WELLINGTON LIMITED
PARTNERSHIP

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: *BTC*

RECEIVED
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DIVISION OF CORPORATION

10/4/96

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TCRDAD WELLINGTON LIMITED PARTNERSHIP**

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The undersigned, desiring (with another person as limited partner) to organize a Florida limited partnership named TCRDAD Wellington 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 Wellington 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:

Deborah 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 Wellington Limited Partnership
6400 Congress Avenue, Suite 2000 996000000763
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: 9/19/96

TCR Wellington Limited Partnership

By: TCR SFA Wellington, Inc.

By:


William C. MacDonald

Its:

Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of TCRDAD Wellington 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 \$5,000,000.00.

This 19th day of September, 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 WELLINGTON LIMITED PARTNERSHIP, a Texas limited partnership

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

By: *William C. MacDonald*

William C. MacDonald

Its:

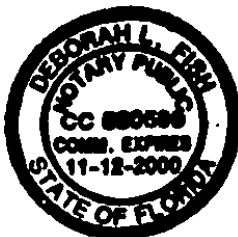
Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

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 Wellington, Inc., the general partner of TCR Wellington 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 19th day of September, 1996.

(Seal)



Deborah L. Fish
Notary Public

My Commission Expires: _____


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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for TCRDAD Wellington 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