

BROAD AND CASSEL
ATTORNEYS AT LAW

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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
MARWIN S. CASSEL, P.A.
CLIFFORD I. HERTZ, P.A.
ARVIN J. JAFFE, P.A.
M. STEPHEN TURNER, P.A.
RALPH C. DATILLO, P.A.
DOUGLAS L. MANNHEIMER, P.A.
MARTIN R. PRESS, P.A.
MICHAEL A. DRIBIN, P.A.
ANTHONY W. PALMA, P.A.
ANDREW D. RAFFIN
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 COTZIN, P.A.

KELLY OVERSTREET JOHNSON, P.A.
RANDAL M. ALLGOOD, P.A.
JAMES J. WHEELER, P.A.
JEFFREY F. GORDON
ANDREW B. THOMAS, P.A.
MARK D. TUCKER
THEODORE C. TAUS, P.A.
PETER M. CARDILLO, P.A.
JACK R. ELLIOTT, P.A.
VERGINIA 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. PALMER, 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. ROBERT, P.A.
DOUGLAS E. STARCHER, P.A.
GARY E. LEHMAN, P.A.
KENNETH EDELMAN, P.A.
JODI B. LAURENCE, P.A.
JOYCE L. ELLEN
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. PALMER
FRANK H. HENRY
ROBERT ALFERT, 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 WASERSTEIN
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 & 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



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

400002479244-8
-04/06/98-01014-013
10587.50 **113.75

Dear Buck:

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CORAPAMRSC

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

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HAMPTON PLACE JOINT VENTURE Fictitious Name Registration No. G9323690011
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

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AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TCRDAD WELLINGTON LIMITED PARTNERSHIP
a Florida limited partnership

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This Amendment and Restatement of the Certificate of Limited Partnership of TCRDAD WELLINGTON LIMITED PARTNERSHIP, is filed pursuant to Section 620.109, Florida Statutes. The original Certificate of Limited Partnership of this limited partnership was filed on October 4, 1996, 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 TCRDAD WELLINGTON 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 the general partner of the Partnership prior to the date hereof is TCR WELLINGTON 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 1st day of March,
1998.

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WITHDRAWING GENERAL PARTNER:

TCR WELLINGTON LIMITED PARTNERSHIP,
a Texas limited partnership

BY: TCR SFA WELLINGTON, INC.,
a Texas corporation, as general partner

By: Brad D. Bryant
Name: Brad D. Bryant
Title: Vice President

[Corporate Seal]

SUCCESSOR GENERAL PARTNER:

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

By: Dennis Ramosek
Name: Dennis Ramosek
Title: Vice President

[Corporate Seal]