

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

B9500000178



PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 601318 9749S
AUTHORIZATION :
COST LIMIT : * PPD

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATION
95 MAY 18 PM 2:23

ORDER DATE : May 18, 1995
ORDER TIME : 11:52 AM
ORDER NO. : 601318
CUSTOMER NO: 9749S

600001497120
-05/23/95--01106--014
*****87.50 *****87.50

CUSTOMER: Ms. Deborah L. Fish
TRANMELL CROW

Suite 2000
6400 Congress Avenue
Boca Raton, FL 33487

PK

G. TAX	
FILING	52.50
R. AGENT FEE	35.00
G. COPY	
TOTAL	87.50
V. BANK	
BALANCE DUE	
OFFIND	

DOMESTIC FILING

NAME: TCR ST. ANDREWS LIMITED
PARTNERSHIP

5/18/95

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XXXX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

PK
5/18/95

RECEIVED
95 MAY 18 PM 12:42
DIVISION OF CORPORATION

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED OF STATE
SECRETARY OF CORPORATIONS
95 MAY 18 PM 2:23

1. TCR St. Andrews Limited Partnership
(Name of limited partnership as it is in the home state;

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Texas
(State of Formation)

4. May 12, 1995
(Date of Formation)

5. Brad D. Bryant
(Name of Registered Agent for Service of Process)

6. 6400 Congress Avenue, Suite 2000
(Street Address of Registered Office)

Boca Raton , Florida 33487
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

Brad D. Bryant
(Agent must sign on this line)

8. 717 N. Harwood, Suite 1200, Lock Box 128, Dallas, Texas 75201
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

TCR SFA St. Andrews, Inc.

717 N. Harwood, Suite 1200
Lock Box 128
Dallas, Texas 75201

F95000002450

10. 717 N. Harwood, Suite 1200, Lock Box 128, Dallas, Texas 75201
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 717 N. Harwood, Suite 1200, Lock Box 128, Dallas, Texas 75201
(Mailing Address of Limited Partnership)

This 12th day of May, 19 95.
TCR SFA St. Andrews, Inc., sole general partner
By: Jenny A. Lincoln
Penny A. Lincoln, Assistant Secretary

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 MAY 18 PM 2:23

STATE OF TEXAS

COUNTY OF DALLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 12th day of May, 19 95, by Penny A. Lincoln, Assistant Secretary of TCR SFA St.

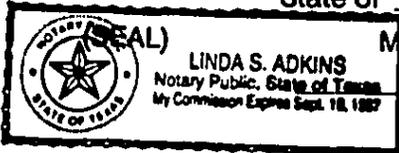
Andrews, Inc., sole general partner of TCR St. Andrews Limited Partnership
(Name of Limited Partnership), A Texas (State or Country) Limited
Partnership, on behalf of the Limited Partnership.

Linda S. Adkins
Notary Public

State of TEXAS at Large

My Commission Expires:

9-10-97



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Penny A. Lincoln, Assistant Secretary
of TCR SFA St. Andrews, Inc., sole

BEFORE ME, the undersigned, personally appeared _____, X
general partner of TCR St. Andrews Limited Partnership, a
Texas, limited partnership, hereinafter referred to as the "Partnership" who
certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 99.00

2. The anticipated amount of the capital contributions of the limited partners that are ant
cated for the purposes of transacting business in Florida is \$ 99.00.

This 12th day of May, 1995

FURTHER AFFIANT SAYETH NOT.

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

TCR SEA St. Andrews, Inc., sole
general partner

By: Penny A. Lincoln
Penny A. Lincoln, Assistant Secretary

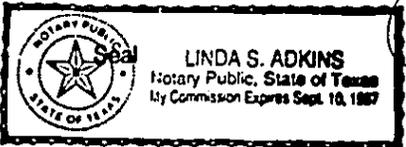
FILED OF STATIORS
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
MAY 18 PM 2:23

STATE OF TEXAS
COUNTY OF DALLAS
DATE May 12, 1995

*Penny A. Lincoln, Assistant Secretary of TCR
SFA St. Andrews, Inc., sole general partner of
TCR St. Andrews Limited Partnership

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to
take acknowledgments in and for the State and County set forth above, personally appeared
* _____ (General Partner, known to me and know by me to
be the person who executed the foregoing Affidavit of Capital Contributions, and he ack-
nowledged to me and before me that he executed this Affidavit as General Partner of said
partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
State and County aforesaid, this 12TH day of May,
19 95.



Linda S. Adkins
Notary Public

State of TEXAS at Large
My Commission Expires:
9-10-97

TCR
TRAMMELL CROW RESIDENTIAL

B95000000178

6400 Congress Avenue
 Suite 2000
 Boca Raton, FL 33487
 (407) 997-9700
 FAX (407) 997-8649

VIA FEDERAL EXPRESS

December 13, 1995

Florida Department of State
 Secretary of State
 Division of Corporations
 409 E. Gaines Street
 Tallahassee, FL 32399

600001668106
 -12/21/95--01060--008
 *****52.50 *****52.50

Re: Limited Partnership Annual Reports - 1996

Dear Sir:

Enclosed please find 1996 annual reports for the following entities with the corresponding check amount:

Entity	Check No.	Amount
1. Sawgrass Point Limited Partnership	22-02121	\$ 576.25
2. TCR CM Bay Limited Partnership	02-06164	\$ 576.25
Supplemental Affidavit	02-06163	\$ 191.25
3. TCR San Remo Limited Partnership	81-00107	\$ 576.25
Supplemental Affidavit	81-00108	\$ 191.25
4. San Remo Limited Partnership	33-01570	\$ 191.25
5. Crow Town Colony Associates, Ltd.	02-06169	\$ 191.25
6. CTSW Waterways Limited Partnership	02-06161	\$ 191.25
7. TCR Waterways Limited Partnership	82-02907	\$ 191.25
8. TCR Stuart I Limited Partnership	005589	\$ 191.25
9. Palmetto Cove Limited Partnership	005588	\$ 191.25
10. TCR Congress Park Limited Partnership	02-06160	\$ 191.25
11. Congress Park CP Limited Partnership	36-01600	\$ 236.25
12. TCR Ashley II Limited Partnership	14-01016	\$ 191.25
13. Ashley Lake Park II Associates, Ltd.	75-03672	\$ 576.25
14. TCR Hampton Lakes II Limited Partnership	02-06165	\$ 576.25
15. Crow Hampton Lakes Partners, Ltd.	02-06168	\$ 191.25
16. Crow Kings Meadow Associates, Ltd.	06-01008	\$ 191.25
17. Kings Colony Associates, Ltd.	19-03973	\$ 191.25
18. Village Place Limited Partnership	09-03317	\$ 191.25
19. Crow Town Colony II Associates, Ltd.	02-06167	\$ 191.25
20. CTSB Associates Limited Partnership	02-01007	\$ 191.25
21. TCR South Florida Construction I Limited Partnership	02-06172	\$ 191.25
22. CTSB Partners, Ltd.	04-01016	\$ 191.25
23. Crow Boca Place Associates, Ltd.	02-06170	\$ 576.25
24. Boca Place Associates, Ltd.	03-02940	\$ 576.25

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Name _____
 Availability _____
 Document _____
 Examiner _____
 Date _____
 P. Verifier _____

C. TAX _____
 F. FEE _____
 R. FEE _____
 BALANCE DUE _____
 REFUND _____

Florida Department of State
Secretary of State
December 13, 1995
Page 2 of 2

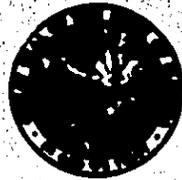
<u>Entity</u>	<u>Check No.</u>	<u>Amount</u>
25. TC Residential South Florida Limited Partnership	02-06174	\$ 191.25
26. TCR Hampton Place Limited Partnership	17-01006	\$ 576.25
27. TCR Villa Regina Limited Partnership	0610	\$ 191.25
28. Brickell Villa Regina Limited Partnership	0609	\$ 191.25
29. TCR Mizner Limited Partnership Supplemental Affidavit	02-06159 02-06158	\$ 576.25 \$ 588.02
30. Mizner I Limited Partnership	84-00192	\$ 576.25
31. Crow Hollywood Associates, Ltd.	02-06166	\$ 191.25
32. The Vinings at Broken Sound Limited Partnership	30-02597	\$ 191.25
33. TCR Homestead Colony Limited Partnership Supplemental Affidavit	76-01936 76-01937	\$ 191.25 \$ 52.50
34. Homestead Colony Limited Partnership	34-01197	\$ 236.25
35. TCR Tiffany Lake Limited Partnership	74-01013	\$ 191.25
36. Tiffany Lake Limited Partnership	18-02699	\$ 576.25
37. CTS Partners, Ltd.	02-06150	\$ 191.25
38. Delray I Limited Partnership	02-06173	\$ 576.25
39. TCR Delray Limited Partnership	92-00101	\$ 191.25
40. ITCR Mizner Limited Partnership Supplemental Affidavit	02-06152 02-06151	\$ 576.25 \$ 1,750.00
41. St. Andrews I Limited Partnership	85-00134	\$ 576.25
42. TCR St. Andrews Limited Partnership Supplemental Affidavit	02-06155 02-06154	\$ 191.25 \$ 52.50
43. TCR Broken Sound Limited Partnership	02-06162	\$ 266.86
44. TCR South Florida Homebuilding Limited Partnership	005587	\$ 191.25
45. Boynton Beach I Limited Partnership	88-00453	\$ 576.25
46. TCR Boynton Beach Limited Partnership Supplemental Affidavit	02-06157 02-06156	\$ 191.25 \$ 52.50
47. Boynton Beach II Limited Partnership	02-06171	\$ 191.25
48. TCR Boynton Beach II Limited Partnership	02-06153	\$ 191.25
49. Crow Oaks at Orange Park Associates, Ltd.	12-17399	\$ 576.25
50. Lakeside South Associates, Ltd.	10-01651	\$ 576.25
51. Palm Place Limited Partnership	30-18302	\$ 576.25
52. Sarasota Beneva Place Associates, Ltd.	01-01608	\$ 576.25

If you have any questions, please do not hesitate to call me.

Sincerely,



Deborah L. Fish
Paralegal



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FOREIGN LIMITED PARTNERSHIP**

The undersigned general partners of TCR St. Andrews Limited Partnership
_____ (an) limited _____

Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.176,
Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the
purpose of transacting business in Florida is: \$ 322.

This 13th day of December, 19 95

FILED
95 DEC 5 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FURTHER AFFLANT SAYETH NOT.

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

General Partner(s)

TCR SFA St. Andrews, Inc.
By: Deborah L. Fish, Asst. Sec. of GP.
Deborah L. Fish

FEES:

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)

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

LIMITED PARTNERSHIP.
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Northam
Secretary of State
DIVISION OF CORPORATIONS

1. Name of Limited Partnership
1a. DOCUMENT #
B95000000178

TCR ST. ANDREWS LIMITED PARTNERSHIP

Mailing Address: ~~717 N. HARWOOD, SUITE 1200, LOCK BOX 120, DALLAS TX 75201~~
Principal Office Address: **717 N. HARWOOD, SUITE 1200, LOCK BOX 120, DALLAS TX 75201**

2. New Mailing Address, if Applicable
6400 Congress Ave
Suite, Apt. #, etc. **Suite 2000**
City, State & Zip **Boca Raton, FL 33487**

2a. New Principal Office Address, if Applicable
6400 Congress Ave
Suite, Apt. #, etc. **Suite 2000**
City, State & Zip **Boca Raton, FL 33487**

3. Date Formed or Registered to Do Business in FLORIDA: **05/18/1995**
3a. Date of Last Report
4. State or Country of Formation: **TX**

5a. Capital Contributions as Shown on Record: **\$800.00**
5b. Amount of Capital Contributions in FLORIDA to date: **322.00**
6. FEI Number: **75-2596137**
7. CERTIFICATE OF STATUS REQUIRED: Applied For [] Not Applicable [X]

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 \$575.25 (\$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-BRAND~~
**8400 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 SFA ST. ANDREWS, INC.	717 N. HARWOOD, SUITE	DALLAS TX 75201	F95000002450
			500001667565 -12/21/95--01027--004 ****191.25 ****191.25

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

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE BY: TCR SFA ST. ANDREWS, INC. DATE 11/29/95
Deborah L. Fish
Typed or Printed Name of General Partner Signing Form Deborah L. FISH, ASST. SEC. Telephone Number (407) 997-9700

95 DEC 15 2:00 PM
 FILED
 TALLAHASSEE
 SECRETARY OF STATE
 DO NOT WRITE IN THIS SPACE

CR2E003 (6/95)



B95000000178

6400 Congress Avenue
Suite 2000
Boca Raton, FL 33487
(561) 997-9700
FAX (561) 997-8649

VIA FEDERAL EXPRESS

December 20, 1996

900002043139--6
-01/07/97--01139--014
***1750.00 ***1750.00

Florida Department of State
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Limited Partnership Annual Reports - 1997

Dear Sir:

Enclosed please find 1997 annual reports for the following entities with the corresponding check amount:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 24 PM 14

Entity	Check No.	Amount
1. Village Place Limited Partnership	09-04418	\$191.25
2. Tiffany Lake Limited Partnership	18-06785	\$191.25
3. Ashley Lake Park II Associates, Ltd.	75-05191	\$576.25
4. Homestead Colony Limited Partnership	34-02073	\$576.25
Supplemental Affidavit	34-02093	\$1750.00
5. TCRDAD Wellington Limited Partnership	02-07636	\$191.25
6. TCR Wellington Limited Partnership	02-07614	\$191.25
7. CTSDAD Contractors Limited Partnership	01-00102	\$191.25
8. TC Residential South Florida Limited Partnership	02-07640	\$191.25
9. Boca Place Associates, Ltd.	03-03982	\$576.25
10. Doynton Beach I Limited Partnership	55-01921	\$576.25
11. Congress Park CP Limited Partnership	36-02580	\$576.25
12. Delfray I Limited Partnership	02-07638	\$576.25
13. Kings Colony Associates, Ltd.	19-05400	\$191.25
14. St. Andrews Limited Partnership	72-01451	\$576.25
15. Mizner I Limited Partnership	35-02121	\$576.25
16. Sawgrass Point Limited Partnership	02-07639	\$191.25
17. TCR Waterways Limited Partnership	82-03893	\$191.25

Name	8.
Availability	9.
Document Examiner	10.
Updater	11.
Updater Verifier	12.
Acknowledgement	13.
W. P. Verifier	14.

B95000000178

increasing to \$393,462.00

Florida Department of State
 Secretary of State
 December 20, 1996
 Page 2

	<u>Entity</u>	<u>Check No.</u>	<u>Amount</u>
18.	Crow Boca Place Limited Partnership	02-07635	\$576.25
19.	Crow Hampton Lakes Partners, Ltd.	02-07633	\$191.25
20.	Crow Kings Meadow Associates, Ltd.	06-01009	\$191.25
21.	Crow Town Colony Associates, Ltd.	02-07634	\$191.25
22.	Crow Town Colony II Associates, Ltd.	02-07632	\$191.25
23.	CTSW Waterways Limited Partnership	02-07627	\$191.25
24.	ITCR Mizner Limited Partnership	02-07624	\$576.25
25.	TCR Ashley II Limited Partnership	02-07630	\$191.25
26.	CTSB Associates Limited Partnership	02-01008	\$191.25
27.	TCRDAD Vinings at Boynton Beach II Limited Partnership	02-07637	\$576.25
28.	TCR Hampton Lakes II Limited Partnership	02-07631	\$576.25
29.	TCR Hampton Place Limited Partnership	17-01008	\$576.25
30.	TCR Tiffany Lake Limited Partnership	74-01018	\$191.25
31.	TCR San Remo Limited Partnership	02-07625	\$191.25
32.	Palmetto Cove Limited Partnership	0643	\$191.25
33.	TCR Stuart I Limited Partnership	0644	\$191.25
34.	TCR South Florida Homebuilding Limited Partnership	005597	\$191.25
35.	CTS Partners, Ltd.	02-07613	\$191.25
36.	CTSB Partners, Ltd.	04-01018	\$191.25
37.	TCR San Michele Limited Partnership Supplemental Affidavit	02-07616 02-07615	\$576.25 \$1,750.00
38.	TCR Homestead Colony Limited Partnership Supplemental Affidavit	02-07682 02-07683	\$576.25 \$1,750.00
39.	TCR Delray Limited Partnership Supplemental Affidavit	92-00104 92-00103	\$576.25 \$562.63
40.	TCR St. Andrews Limited Partnership Supplemental Affidavit	02-07619 02-07618	\$576.25 \$1,750.00
41.	TCR CM Bay Limited Partnership Supplemental Affidavit	02-07629 02-07628	\$576.25 \$1,750.00
42.	TCR Boynton Beach Limited Partnership Supplemental Affidavit	02-07621 02-07620	\$576.25 \$1,750.00
43.	TCR Mizner Limited Partnership Supplemental Affidavit	02-07623 02-07622	\$576.25 \$1,014.35
44.	TCR Congress Park Limited Partnership Supplemental Affidavit	77-01957 02-07626	\$576.25 \$1,750.00

Florida Department of State
Secretary of State
December 20, 1996
Page 3

<u>Entity</u>	<u>Check No.</u>	<u>Amount</u>
45. San Remo Limited Partnership Supplemental Affidavit	33-02619	\$576.25
46. CTS Partners No.2, Ltd. Supplemental Affidavit	33-02629	\$1,750.00
	02-07612	\$191.25
	02-07611	\$ 52.50

If you have any questions, please do not hesitate to call me.

Sincerely,



Deborah L. Fish
Paralegal



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FOREIGN LIMITED PARTNERSHIP**

The undersigned general partners of TCR St. Andrews Limited Partnership
_____ a(n) Texas

Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.176,
Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the
purpose of transacting business in Florida is: \$ 393,462.00.

This 23rd day of December, 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 24 PM 1:15

FURTHER AFFIANT SAYETH NOT.

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

General Partner(s)

TCR SFA St. Andrews, Inc.
By: Deborah L. Fish, Asst. Sec. of G.P.
Deborah L. Fish

FEES:

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)