

1204 HAYS STREET
TALLAHASSEE, FL 32304

800-342-8086

B9 5000000179



PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 601318 9749S

AUTHORIZATION :

COST LIMIT : * PPD

ORDER DATE : May 18, 1995

ORDER TIME : 11:54 AM

ORDER NO. : 601318

CUSTOMER NO: 9749S

CUSTOMER: Ms. Deborah L. Fish
TRANMELL CROW

Suite 2000
6400 Congress Avenue
Boca Raton, FL 33487

900001497129
-05/23/95--01106--015
****87.50 ****87.50

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 MAY 18 PM 2:27

DOMESTIC FILING

NAME: TCR DELRAY LIMITED
PARTNERSHIP

BK 5/18/95

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

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: Danny G. Smith

EXAMINER'S INITIALS: *BK*

5/18/95
BK

Florida Department of State, Jim Smith, Secretary of State

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 18 PM 2:27

1. TCR Delray 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

TCR SFA Delray, Inc.

SPECIFIC ADDRESS

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

895000662449

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, 1995.
TCR SFA Delray, Inc. sole general partner
By: Penny A. Lincoln
Penny A. Lincoln, Assistant Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 18 PM 2:21

STATE OF TEXAS

COUNTY OF DALLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 12th day
of May, 1995, by Penny A. Lincoln, Assistant Secretary of TCR SFA

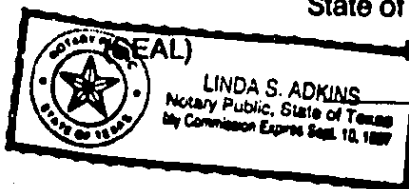
Delray, Inc., sole general partner of TCR Delray Limited Partnership
(Name of Limited Partnership), A Texas (State or Country) Limited
Partnership, on behalf of the Limited Partnership.

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
BEFORE ME, the undersigned, personally appeared of TCR SFA Delray, Inc., a sole
general partner of TCR Delray Limited Partnership, a (GR)
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 allo-
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 SFA Delray, Inc., sole
general partner

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

STATE OF TEXAS

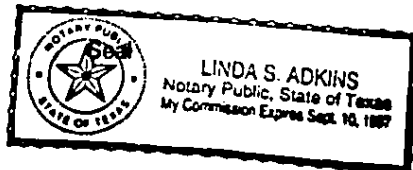
COUNTY OF DALLAS

DATE May 12, 1995

* Penny A. Lincoln, Assistant Secretary of TCR
SFA Delray, Inc., sole general partner of
TCR Delray 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,
1995



Linda S. Adkins
Notary Public
State of TEXAS at Large
My Commission Expires:
9-10-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 18 PM 2:27

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



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

FILED
95 DEC 15 11 9 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #
B95000000179

TCR DELRAY LIMITED PARTNERSHIP

Mailing Address

717 N. HARWOOD, SUITE 1100 LOCK BOX 137
DALLAS TX 75201

Principal Office Address

717 N. HARWOOD, SUITE 1100 LOCK BOX 137
DALLAS TX 75201

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA
06/18/1995

3a. Date of Last Report

4. State or Country of Formation
TX

5a. Capital Contributions as Shown
on Record
\$88.00

5b. Amount of Capital Contributions in
FLORIDA to date:

6. FEI Number
75-2576185
75-2595240

Applied For
Not Applicable

7. CERTIFICATE OF STATE REQUIRED

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 607.192, 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 AVENUE, 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
Zip Code

FL

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)

TCR SFA DELRAY, INC.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

717 N. HARWOOD, SUITE

11b. City, State & Zip Code

DALLAS TX 75201

11c. Registration/
Document Number

B95000002440

900001667179
-12/21/95--01001--001
****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.

TCR DELRAY LIMITED PARTNERSHIP, By: TCR SFA DELRAY, INC.

SIGNATURE 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

CR2003 (6/95)

TCR
TRANSIT CREW RESIDENTIAL

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

B950000000179

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 24 PM 1:14

VIA FEDERAL EXPRESS

December 20, 1996

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

300002049133--5
-01/07/97--01139--013
****562.63 ****562.63

Re: Limited Partnership Annual Reports - 1997

Dear Sir:

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

Entity	Check No.	Amount
1. Village Place Limited Partnership	09-04418	\$191.25
2. Tiffany Lake Limited Partnership	18-03785	\$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	\$1,750.00
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. Boynton Beach I Limited Partnership	55-01921	\$576.25
11. Congress Park CP Limited Partnership	36-02580	\$576.25
12. Delray 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 II 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.	TC Residential South Florida Limited Partnership
Availability	9.	Boca Place Associates, Ltd.
Document	10.	Boynton Beach I Limited Partnership
Examiner	11.	Congress Park CP Limited Partnership
	12.	Delray I Limited Partnership
Updater	13.	Kings Colony Associates, Ltd.
	14.	St. Andrews Limited Partnership
Updater	15.	Mizner II Limited Partnership
Verifier	16.	Sawgrass Point Limited Partnership
Acknowledgement	17.	TCR Waterways Limited Partnership
W. P. Verifier		UCC

B950000000179

increasing to
\$ 80,376.00

Florida Department of State
Secretary of State
December 20, 1996
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	<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 33-02629	\$576.25 \$17,500
46.	CTS Partners No.2, Ltd. Supplemental Affidavit	02-07612 02-07611	\$191.25 \$ 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 Delray 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: \$ 80,376.00.

This 23rd day of December, 19 96.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 24 PM 1:14

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 Delray, 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)