

1201 HAYS STREET
TALLAHASSEE, FL 32302-2607

800-342-8086

901-22-0071
901-22-0071



B960000000273

ACCOUNT NO. : 072100000032

REFERENCE : 018994 4324759

AUTHORIZATION : *Lalucia P. Smith*

COST LIMIT : \$ 1785.00 *Smith*

ORDER DATE : July 12, 1996

ORDER TIME : 10:12 AM

ORDER NO. : 018994

800001893308

CUSTOMER NO: 4324759

CUSTOMER: Joel Overton, Esq
Baker & Botts
2001 Ross Avenue - 7th Floor
800 Trammell Crow Center
Dallas, TX 75201

*File
Second*

FOREIGN FILINGS

NAME: TCEP II PROPERTIES LIMITED
PARTNERSHIP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

BK
7/15/91



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1996

ELAINE M. HULEN
BROAD AND CASSEL
7777 GLADES RD., SUITE 300
BOCA RATON, FL 33434

RECEIVED
DIVISION OF CORPORATIONS
95 JUL 15 PM 4:05

The name **TCEP II PROPERTIES LIMITED PARTNERSHIP** has been reserved for 120 days beginning May 15, 1996. The reservation number is R96000002511 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 096A00024153

Florida Department of State, Jim Smith, Secretary of State

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

1. TCEP II Properties 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 4. July 12, 1996
(State of Formation) (Date of Formation)

5. The Prentice-Hall Corporation System, Inc.
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street, Suite 105
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

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

Judith S. Blancett JUDITH S. BLANCETT, ASSISTANT SECRETARY
(Agent must sign on this line)

- c/o The Prentice-Hall Corporation System, Inc.
8. 450 North St. Paul St.; 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

TCEP II Holdings, L.L.C.

SPECIFIC ADDRESS

3500 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201

M 96000000254

10. 3500 Trammell Crow Center; 2001 Ross Avenue; 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. 3500 Trammell Crow Center; 2001 Ross Avenue; Dallas, Texas 75201
(Mailing Address of Limited Partnership)

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

This 2nd day of July, 1996

TCEP II HOLDINGS, L.L.C.,
a Texas limited liability company, General Partner

By: Trammell Crow Equity Partners II, Ltd.,
a Texas limited partnership, a Member

By: Trammell Crow Ventures #2, Ltd.,
a Texas limited partnership, its General Partner

By: Trammell Crow Ventures #3, Ltd.,
a Texas limited partnership, its General Partner

By: Trammell Crow Ventures Management
Company, Inc., a Texas corporation,
its General Partner

By: Charles R. Lathem
Charles R. Lathem
Vice President

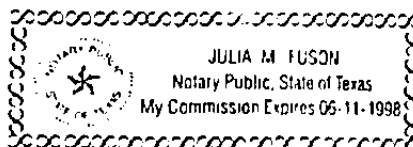
STATE OF TEXAS
COUNTY OF DALLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 2nd day of July, 1996, by Charles R. Lathem, as Vice President of Trammell Crow Ventures Management Company, Inc., a Texas corporation, the General Partner in Trammell Crow Ventures #3, Ltd., a Texas limited partnership, the General Partner in Trammell Crow Ventures #2, Ltd., a Texas limited partnership, the General Partner in Trammell Crow Equity Partners II, Ltd., a Texas limited partnership, a Member in TCEP II Holdings, L.L.C., a Texas limited liability company, the General Partner in TCEP II Properties Limited Partnership, a Texas limited partnership, on behalf of said corporation, limited liability company, and said limited partnerships.

Notary Public Julia M. Fuson
Print Name: Julia M. Fuson

My commission expires: June 11, 1998

DAL02:113097 1
018019.0130



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Charles R. Lathem, Vice President of Trammell Crow Ventures Management Company, Inc., a Texas corporation, the General Partner in Trammell Crow Ventures #3, Ltd., a Texas limited partnership, the General Partner in Trammell Crow Ventures #2, Ltd., a Texas limited partnership, the General Partner in Trammell Crow Equity Partners II, Ltd., a Texas limited partnership, a Member in TCEP II Holdings, L.L.C., a Texas limited liability company, the General Partner in TCEP II Properties 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 \$ 179,130,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 12,216,000.00

This 12th day of July, 1996.

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:

TCEP II Holdings, L.L.C.,
a Texas limited liability company, its General Partner

By: Trammell Crow Equity Partners II, Ltd.,
a Texas limited partnership, a Member

By: Trammell Crow Ventures #2, Ltd.,
a Texas limited partnership, its General Partner

By: Trammell Crow Ventures #3, Ltd.,
a Texas limited partnership, its General Partner

By: Trammell Crow Ventures
Management Company, Inc.,
a Texas corporation,
its General Partner

By: Charles R. Lathem
Charles R. Lathem
Vice President

STATE OF _____
COUNTY OF _____
DATE _____

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 Charles R. Lathem, Vice President of Trammell Crow Ventures Management Company, Inc., a Texas corporation, the General Partner in Trammell Crow Ventures #3, Ltd., a Texas limited partnership, the General Partner in Trammell Crow Ventures #2, Ltd., a Texas limited partnership, the General Partner in Trammell Crow Equity Partners II, Ltd., a Texas limited partnership, a Member in TCEP II Holdings, L.L.C., a Texas limited liability company, the General Partner in TCEP II Properties Limited Partnership, a Texas limited partnership, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions on behalf of the foregoing entities, and he acknowledged to me and before me that he executed this Affidavit on behalf of such entities as General Partner of said Partnership.

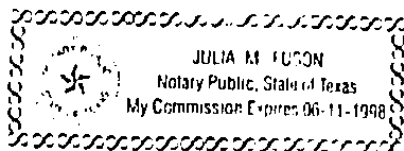
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of July, 1994.

Julia M. Fuson
Notary Public

[Seal]

State of Texas at Large
My Commission Expires:

June 11, 1998





THE UNITED STATES
CORPORATION
COMPANY

B96000000 273

ACCOUNT NO. : 072100000032

REFERENCE : 294777 4324759

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 52.50

ORDER DATE : March 14, 1997

ORDER TIME : 9:41 AM

000002110040-1

ORDER NO. : 294777-025

CUSTOMER NO: 4324759

CUSTOMER: Ms. Anita J. Smith
Baker & Botts
2001 Ross Avenue - 7th Floor
800 Trammell Crow Center
Dallas, TX 75201

FOREIGN FILINGS

NAME: TCEP II PROPERTIES LIMITED
PARTNERHSIP

☐ PROFIT
☐ NON-PROFIT

☐ CORPORATE
☒ LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

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DIVISION OF CORPORATIONS
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97 MAR 18 AM 10:37
DIVISION OF CORPORATION

AUSTIN
HOUSTON
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NEW YORK
WASHINGTON, D. C.

BAKER & BOTTS
LLP
3001 ROSS AVENUE
DALLAS, TEXAS 75201-2980

TELEPHONE (214) 953-6800
FACSIMILE (214) 953-6803

018019.0104
Trammell Crow Realty Advisors
General

March 4, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -1 PM 4:30

Dear Department of State:

Please find enclosed a Certificate of Amendment to Application for Registration of TCEP II Properties Limited Partnership, a foreign limited partnership.

The name, address, and phone number of the contact person for Frontier II Properties Limited Partnership (formerly TCEP II Properties Limited Partnership) are as follows:

Charles R. Lathem
c/o Sarofim Realty Advisors Co.
8201 Preston Road
Suite 300
Dallas, Texas 75225
(214)692-4200

Mr. Lathem is also the person to whom acknowledgment should be addressed.

Sincerely,



Anita J. Smith

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF
TCEP II PROPERTIES LIMITED PARTNERSHIP**

FILED
STATE
REGISTRATIONS
DIVISION
97 APR -1 PM 4:30

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

- 1) The name of this foreign limited partnership has been changed from TCEP II Properties Limited Partnership to Frontier II Properties Limited Partnership.
- 2) The name of the General Partner has been changed from TCEP II Holdings, L.L.C., to Frontier Holdings, L.L.C.

m96000000254

FRONTIER HOLDINGS, L.L.C. (f/k/a TCEP II Holdings, L.L.C.), a Texas limited liability company

By: Frontier Equity Partners II, Ltd., a Texas limited partnership, a Member

By: TCV#2 GP Holdings Limited Partnership, a Texas limited partnership, its General Partner

By: Sarofim Realty Advisors Co., a Texas corporation, as Agent and Attorney-In-Fact

By: Charles R. Latham
Name: Charles R. Latham
Title: Vice-President

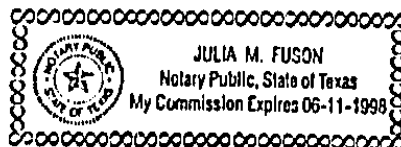
STATE OF TEXAS
COUNTY OF DALLAS

On this 12th day of March, 1997, Charles R. Hathorn, Vice President
personally appeared before me,

☒ who is personally known to me
whose identity I proved on the basis of

Julia M. Fuson
(Notary Public Signature)
JULIA M. FUSON
(Notary's Printed Name)

My Commission Expires: 6-11-98



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR - 1 PM 4:30