

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

FILED

96 DEC 24 PM 12: 20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED PARTNERSHIP ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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1. Name of Limited Partnership	1a. DOCUMENT # <b>B96000000273</b>
TCEP II PROPERTIES LIMITED PARTNERSHIP <i>97-AR CM</i>	



2. Mailing Address 8201 Preston Road Suite, Apt. #, etc. Suite 300 City & State Dallas, Texas Zip 75225		2a. Principal Office Address 8201 Preston Road Suite, Apt. #, etc. Suite 300 City & State Dallas, Texas Zip 75225	
Mailing Address 3500 TRAMMELL CROW CENTER 2001 ROSS AVENUE DALLAS TX 75201		Principal Office Address C/O THE PRENTICE-HALL CORPORATION SYSTEM 450 NORTH ST. PAUL STREET DALLAS TX 75201	

3. Date Formed or Registered 07/15/1996	5a. Capital Contributions as Shown on record. \$12,216,600.00
3a. Date of Last Report N/A	5b. Amount of Capital Contributions in FLORIDA to date: -0-
4. State or Country of Formation TX	6. FEI Number 75-2414930 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	8. Make check payable to: Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301
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10. If changed, new Registered Agent/Office Name The Prentice-Hall Corporation System, Inc. Street Address (P.O. Box Number Is Not Acceptable) 1201 Hays Street Suite, Apt. #, etc. City Tallahassee Zip Code FL 32301
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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.  
The Prentice-Hall Corporation System, Inc. As Agent  
SIGNATURE (Registered Agent Accepting Appointment) *Karen B. Rozar* Karen B. Rozar DATE 12-24-96

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

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
TCEP II HOLDINGS, L.L.C.	3500 TRAMMELL CROW CE 8201 Preston Road Suite 300	DALLAS TX 75225	M96000000254

**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 *Charles R. Latham* DATE 12/20/96  
Typed or Printed Name of General Partner Signing Form **Charles R. Latham** Daytime Telephone Number 214/692-4200

CR2E003 (6/96)

B9600000273

101 HAYS STREET  
ALLIANCE FL 331-7  
9-22-99  
4-222-0393 FAX

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PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 198561 4369113

AUTHORIZATION :

*Patricia Puynt*

COST LIMIT : \$ 576.25

ORDER DATE : December 23, 1996

ORDER TIME : 9:55 AM

800002037498--1

ORDER NO. : 198561-010

CUSTOMER NO: 4369113

CUSTOMER: Mr. Charles Lathem  
Trammell Crow Realty Advisors  
2001 Ross Ave. / Ste. 3500  
Trammell Crow Center  
Dallas, TX 75201

ANNUAL REPORT FILING

NAME: TCEP II PROPERTIES LIMITED  
PARTNERSHIP

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: ~~Amy D. Bass~~ *Vicki Perez*

EXAMINER'S INITIALS:

RECEIVED  
55 DEC 24 AM 11:11  
DIVISION OF CORPORATION